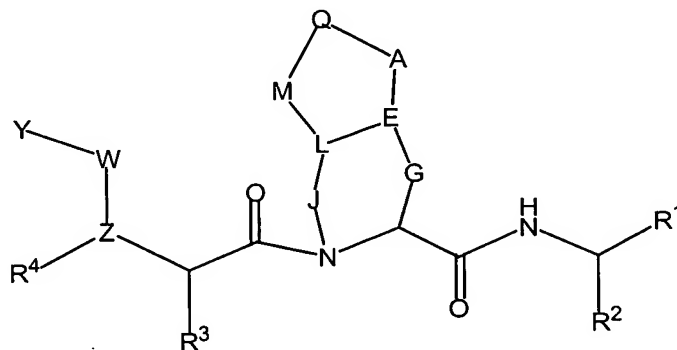


IN THE CLAIMS

1. (currently amended) A compound, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound having the general structure shown in Formula I:



Formula I

wherein:

Y is selected from the group consisting of the following moieties: alkyl, alkyl-aryl, heteroalkyl, heteroaryl, aryl-heteroaryl, alkyl-heteroaryl, cycloalkyl, alkyloxy, alkyl-aryloxy, aryloxy, heteroaryloxy, heterocycloalkyloxy, cycloalkyloxy, alkylamino, arylamino, alkyl-aryl-amino, arylamino, heteroaryl-amino, cycloalkyl-amino and heterocycloalkyl-amino, with the proviso that Y maybe optionally substituted with X^{11} or X^{12} ;

X^{11} is alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkyl-alkyl, heterocyclyl, heterocyclylalkyl, aryl, alkylaryl, arylalkyl, heteroaryl, alkylheteroaryl, or heteroarylalkyl, with the proviso that X^{11} may be additionally optionally substituted with X^{12} ;

X^{12} is hydroxy, alkoxy, aryloxy, thio, alkylthio, arylthio, amino, alkylamino, arylamino, alkylsulfonyl, arylsulfonyl, alkylsulfonamido, arylsulfonamido, carboxy, carbalkoxy,

carboxamido, alkoxy-carbonylamino, alkoxy-carbonyloxy, alkylureido, arylureido, halogen, cyano, or nitro, with the proviso that said alkyl, alkoxy, and aryl may be additionally optionally substituted with moieties independently selected from X^{12} ;

R^1 is COR^5 or $B(OR)_2$, wherein R^5 is H, OH, OR^8 , NR^9R^{10} , CF_3 , C_2F_5 , C_3F_7 , CF_2R^6 , R^6 , or COR^7 wherein R^7 is H, OH, OR^8 , CHR^9R^{10} , or NR^9R^{10} , wherein R^6 , R^8 , R^9 and R^{10} are independently selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, cycloalkyl, arylalkyl, heteroarylalkyl, $[CH(R^{1'})]_pCOOR^{11}$, $[CH(R^{1'})]_pCONR^{12}R^{13}$, $[CH(R^{1'})]_pSO_2R^{11}$, $[CH(R^{1'})]_pCOR^{11}$, $[CH(R^{1'})]_pCH(OH)R^{11}$, $CH(R^{1'})CONHCH(R^{2'})COO R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})R'$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})COO R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})COO R^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})CONR^{12}R^{13}$, $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})CONHCH(R^{5'})COO R^{11}$ and $CH(R^{1'})CONHCH(R^{2'})CONHCH(R^{3'})CONHCH(R^{4'})CONHCH(R^{5'})CONR^{12}R^{13}$, wherein $R^{1'}$, $R^{2'}$, $R^{3'}$, $R^{4'}$, $R^{5'}$, R^{11} , R^{12} , R^{13} , and R' are independently selected from the group consisting of H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, alkyl-aryl, alkyl-heteroaryl, aryl-alkyl and heteroaralkyl;

Z is selected from O, N, CH or CR;

W ~~maybe~~ may be present or absent, and if W is present, W is selected from C=O, C=S, C(=N-CN), or SO_2 ;

Q ~~maybe~~ may be present or absent, and when Q is present, Q is CH, N, P, $(CH_2)_p$, $(CHR)_p$, $(CRR')_p$, O, NR, S, or SO_2 ; and when Q is absent, M may be present or absent; when Q and M are absent, A is directly linked to L;

A is O, CH_2 , $(CHR)_p$, $(CHR-CHR')_p$, $(CRR')_p$, NR, S, or SO_2 ~~or a bond~~;

E is CH, N, CR, or a double bond towards A, L or G;

G may be present or absent, and when G is present, G is $(CH_2)_p$, $(CHR)_p$, or $(CRR')_p$; and when G is absent, J is present and E is directly connected to the carbon atom in Formula I as G is linked to;

J ~~maybe~~ may be present or absent, and when J is present, J is $(CH_2)_p$, $(CHR)_p$, or $(CRR')_p$, SO_2 , NH, NR or O; and when J is absent, G is present and E is directly linked to N shown in Formula I as linked to J;

L may be present or absent, and when L is present, L is CH, CR, O, S or NR; and when L is absent, then M may be present or absent; and if M is present with L being absent, then M is directly and independently linked to E, and J is directly and independently linked to E;

M may be present or absent, and when M is present, M is O, NR, S, SO_2 , $(CH_2)_p$, $(CHR)_p$, $(CHR-CHR')_p$, or $(CRR')_p$;

p is a number from 0 to 6; and

R, R', R², R³ and R⁴ are independently selected from the group consisting of H; C₁-C₁₀ alkyl; C₂-C₁₀ alkenyl; C₃-C₈ cycloalkyl; C₃-C₈ heterocycloalkyl, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro, halogen; (cycloalkyl)alkyl and (heterocycloalkyl)alkyl, wherein said cycloalkyl is made of three to eight carbon atoms, and zero to six oxygen, nitrogen, sulfur, or phosphorus atoms, and said alkyl is of one to six carbon atoms; aryl; heteroaryl; alkyl-aryl; and alkyl-heteroaryl;

wherein said alkyl, heteroalkyl, alkenyl, heteroalkenyl, aryl, heteroaryl, cycloalkyl and heterocycloalkyl moieties may be optionally and chemically-suitably substituted, with said term "substituted" referring to optional and chemically-suitable substitution with one or more moieties selected from the group

consisting of alkyl, alkenyl, alkynyl, aryl, aralkyl, cycloalkyl, heterocyclic, halogen, hydroxy, thio, alkoxy, aryloxy, alkylthio, arylthio, amino, amido, ester, carboxylic acid, carbamate, urea, ketone, aldehyde, cyano, nitro, sulfonamido, sulfoxide, sulfone, sulfonyl urea, hydrazide, and hydroxamate;

further wherein said unit N-C-G-E-L-J-N represents a five-membered or six-membered cyclic ring structure with the proviso that when said unit N-C-G-E-L-J-N represents a five-membered cyclic ring structure, or when the bicyclic ring structure in Formula I comprising N, C, G, E, L, J, N, A, Q, and M represents a five-membered cyclic ring structure, then said five-membered cyclic ring structure lacks a carbonyl group as part of the cyclic ring.

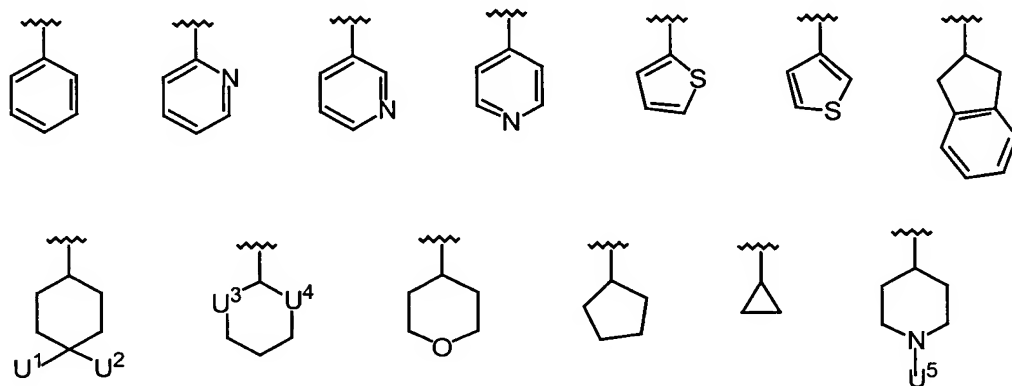
2. (currently amended) The compound of claim 1, wherein R^1 is COR^5 , and R^5 is H, OH, $COOR^8$, or $CONR^9R^{10}$.

3. (original) The compound of claim 2, wherein R^1 is $COCONR^9R^{10}$, and R^9 is H, R^{10} is H, R^{14} , $[CH(R^{1'})]_pCOOR^{11}$, $[CH(R^{1'})]_pCONR^{12}R^{13}$, $[CH(R^{1'})]_pSO_2R^{11}$, $[CH(R^{1'})]_pSO_2NR^{12}R^{13}$, $[CH(R^{1'})]_pCOR^{11}$, $CH(R^{1'})CONHCH(R^{2'})COOR^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONR^{12}R^{13}$, or $CH(R^{1'})CONHCH(R^{2'})(R')$, wherein R^{14} is H, alkyl, aryl, heteroalkyl, heteroaryl, cycloalkyl, alkyl-aryl, alkyl-heteroaryl, aryl-alkyl, alkenyl, alkynyl or heteroaralkyl.

4. (original) The compound of claim 3, wherein R^{10} is H, R^{14} , $CH(R^{1'})COOR^{11}$, $CH(R^{1'})CH(R^{1'})COOR^{11}$, $CH(R^{1'})CONR^{12}R^{13}$, $CH(R^{1'})CH(R^{1'})CONR^{12}R^{13}$, $CH(R^{1'})CH(R^{1'})SO_2R^{11}$, $CH(R^{1'})CH(R^{1'})SO_2NR^{12}R^{13}$, $CH(R^{1'})CH(R^{1'})COR^{11}$, $CH(R^{1'})CONHCH(R^{2'})COOR^{11}$, $CH(R^{1'})CONHCH(R^{2'})CONR^{12}R^{13}$, or $CH(R^{1'})CONHCH(R^{2'})(R')$, wherein $R^{1'}$ is H or alkyl, and $R^{2'}$ is phenyl, substituted phenyl, hetero atom-substituted phenyl, thiophenyl, cycloalkyl, piperidyl or pyridyl.

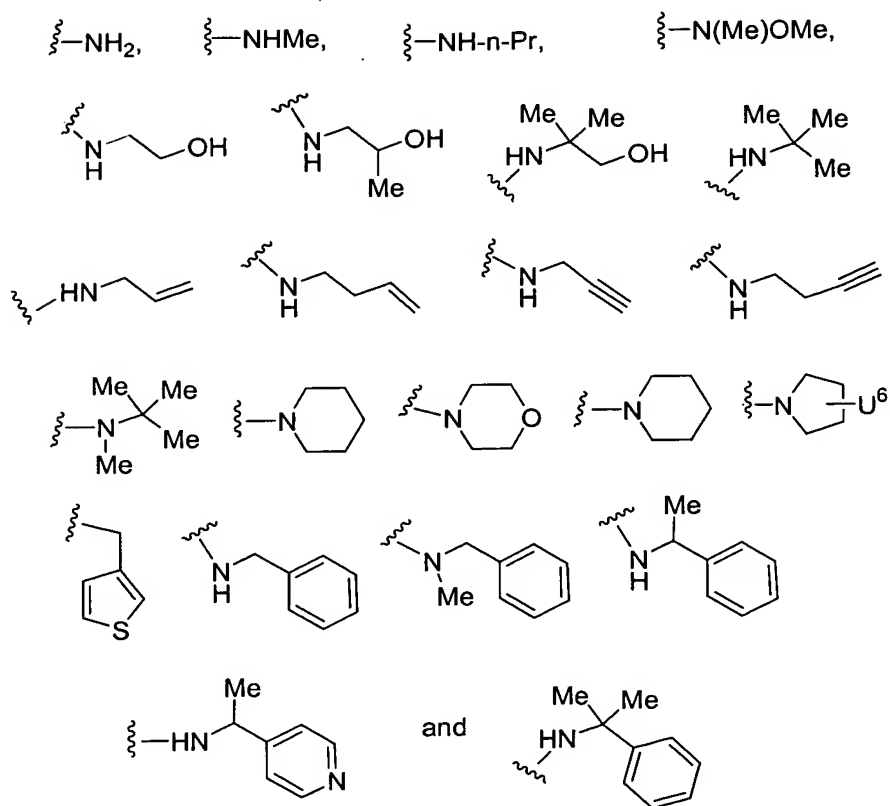
5. (original) The compound of claim 4, wherein $R^{1'}$ is H.

6. (original) The compound of claim 5, wherein R^{11} is H, methyl, ethyl, allyl, *tert*-butyl, benzyl, α -methylbenzyl, α,α -dimethylbenzyl, 1-methylcyclopropyl or 1-methylcyclopentyl; R' is hydroxymethyl or $CH_2CONR^{12}R^{13}$; $R^{2'}$ is independently selected from the group consisting of:



wherein:

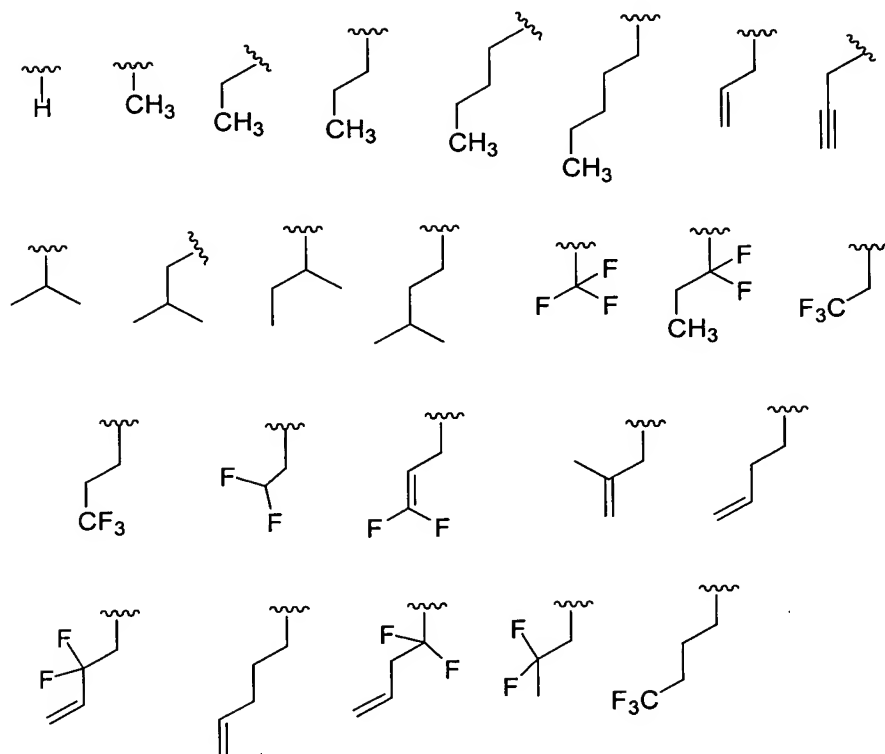
U^1 and U^2 maybe same or different and are selected from H, F, CH_2COOH , CH_2COOMe , CH_2CONH_2 , $CH_2CONHMe$, CH_2CONMe_2 , azido, amino, hydroxyl, substituted amino, substituted hydroxyl;
 U^3 and U^4 maybe same or different and are selected from O and S;
 U^5 is selected from the moieties consisting of alkyl sulfonyl, aryl sulfonyl, heteroalkyl sulfonyl, heteroaryl sulfonyl, alkyl carbonyl, aryl carbonyl, heteroalkyl carbonyl, heteroaryl carbonyl, alkoxy carbonyl, aryloxy carbonyl, heteroaryloxy carbonyl, alkylaminocarbonyl, arylaminocarbonyl, heteroarylamino carbonyl or a combination thereof;
and $NR^{12}R^{13}$ is selected from the group consisting of:

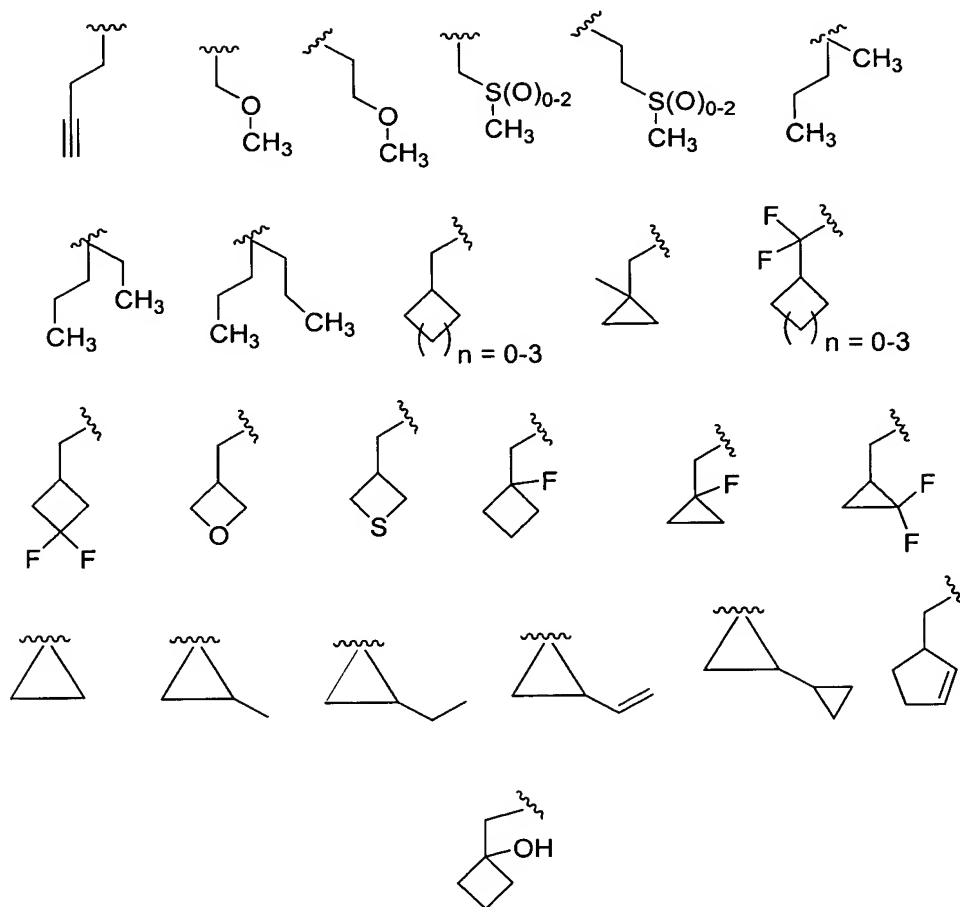


wherein U^6 is H, OH, or CH_2OH , and

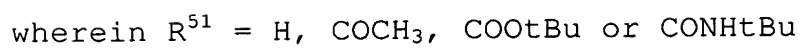
R^{14} is selected from the group consisting of: H, Me, Et, *n*-propyl, methoxy, cyclopropyl, *n*-butyl, 1-but-3-ynyl, benzyl, α -methylbenzyl, phenethyl, allyl, 1-but-3-enyl, OMe, cyclopropylmethyl.

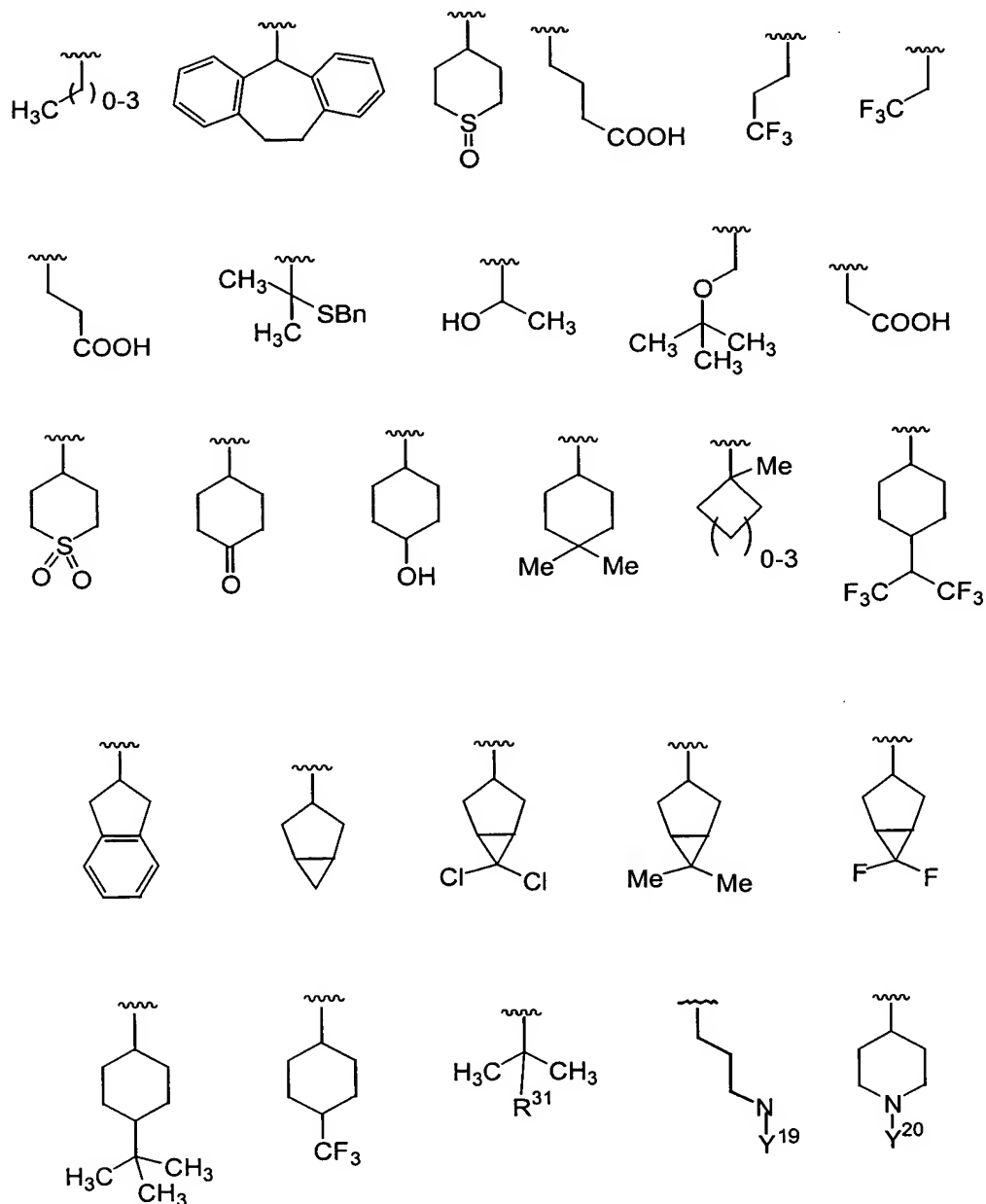
7. (original) The compound of claim 2, wherein R^2 is selected from the group consisting of the following moieties:





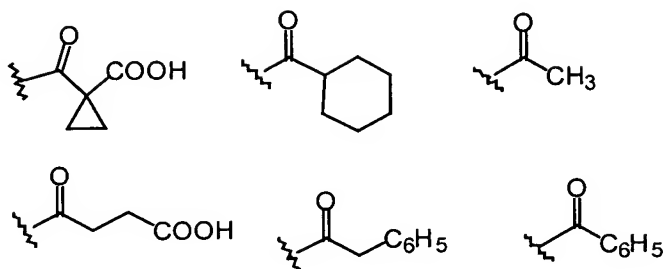
8. (original) The compound of claim 7, wherein R^3 is selected from the group consisting of:



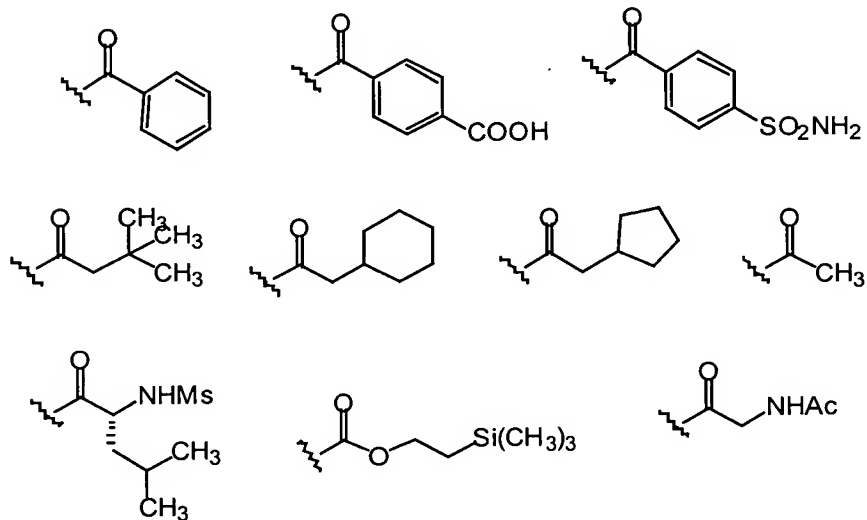


wherein R^{31} = OH or O-alkyl;

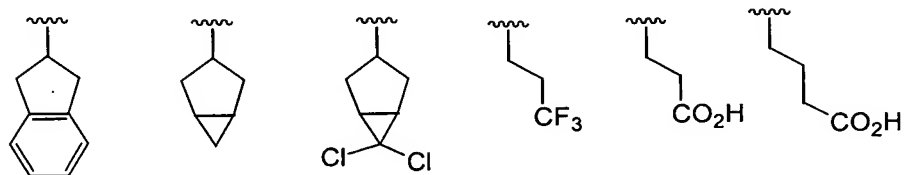
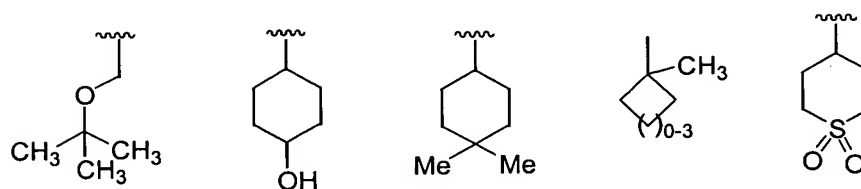
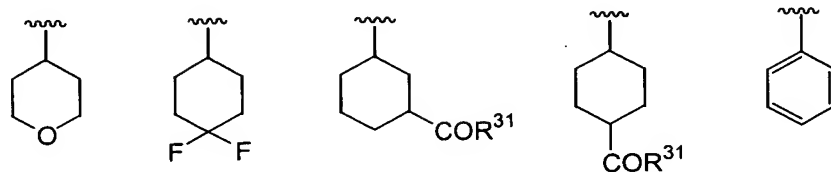
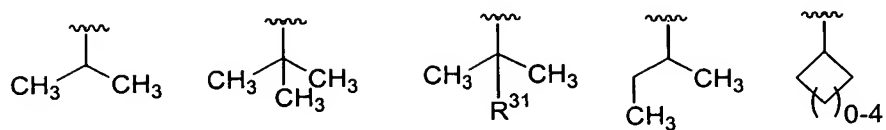
Y^{19} is selected from the following moieties:



and Y^{20} is selected from the following moieties:



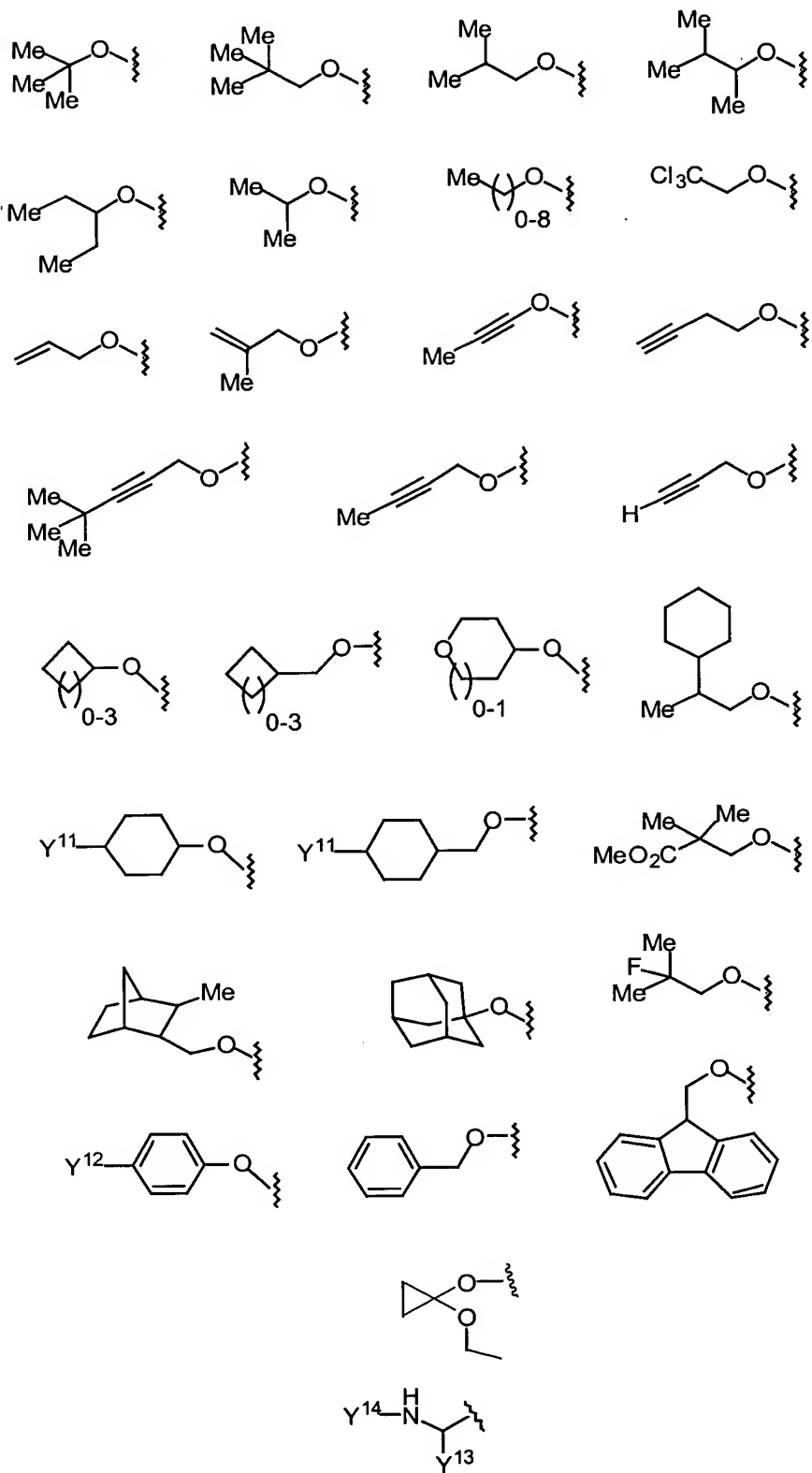
9. (original) The compound of claim 8, wherein R^3 is selected from the group consisting of the following moieties:



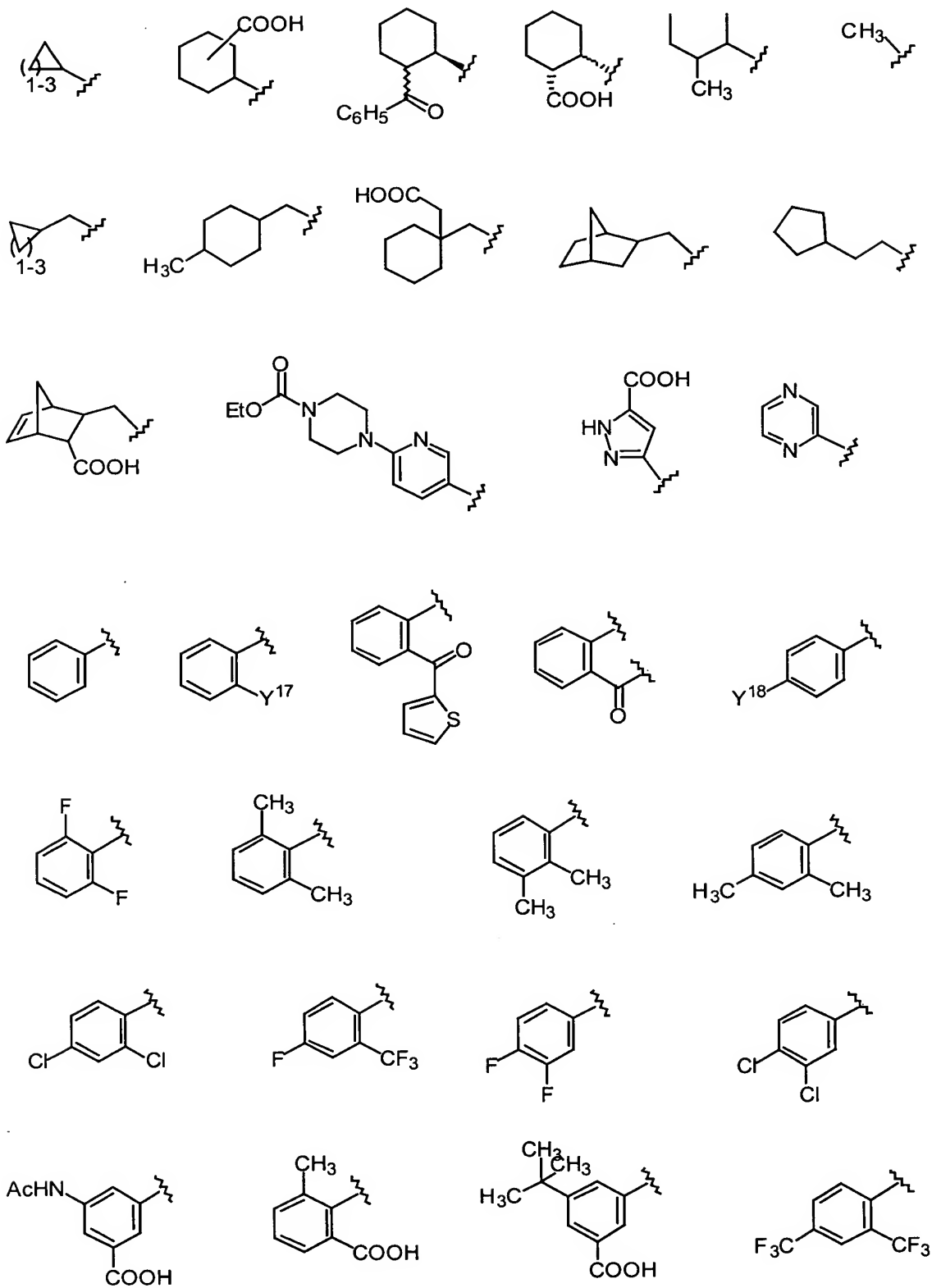
10. (original) The compound of claim 9, wherein Z is N and R⁴ is H.

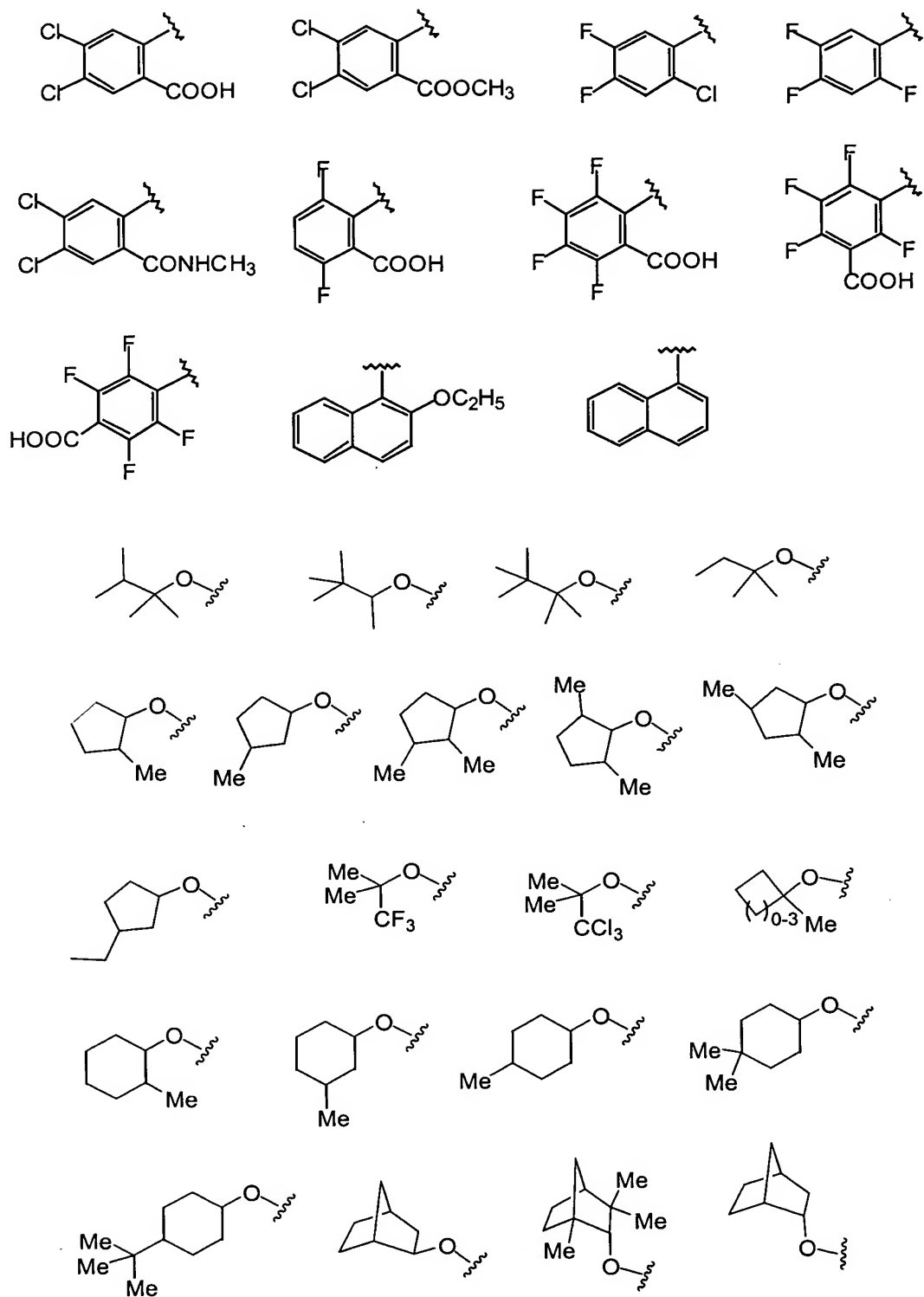
11. (original) The compound of claim 10, wherein W is C=O.

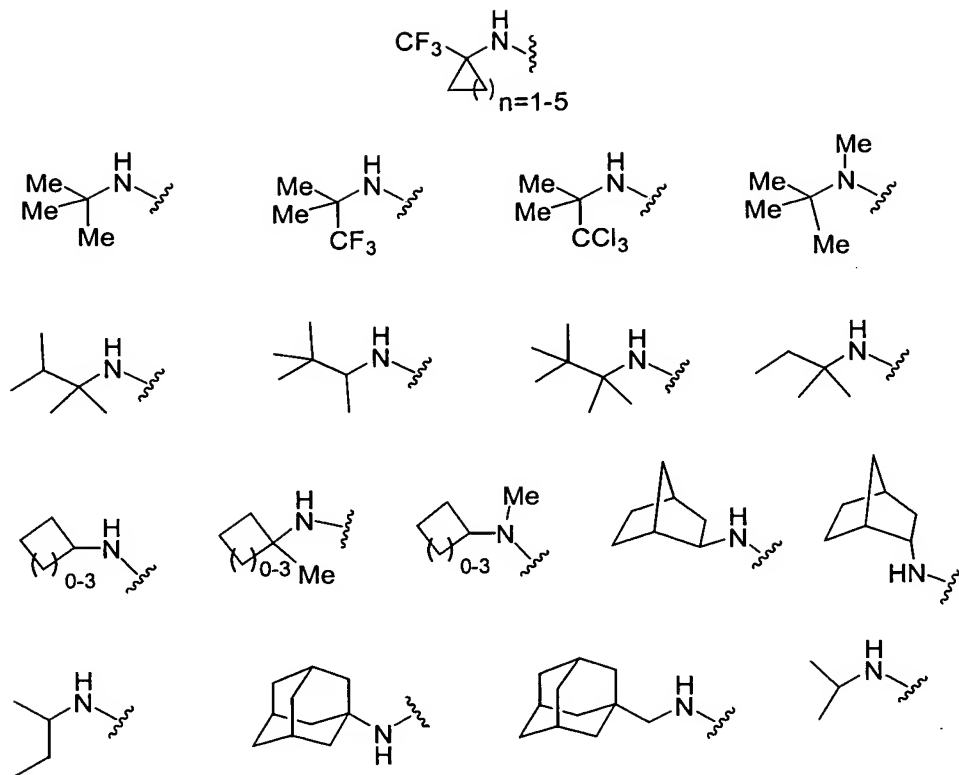
12. (original) The compound of claim 11, wherein Y is selected from the following moieties:











wherein:

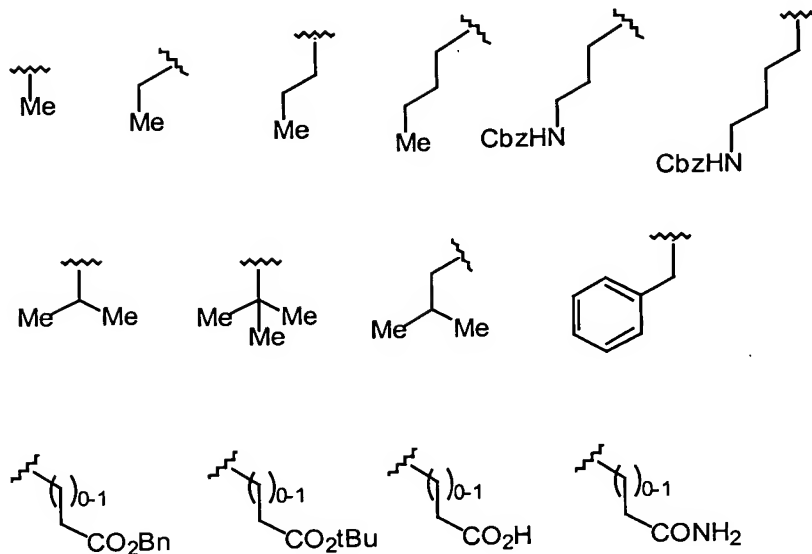
Y¹¹ is selected from H, COOH, COOEt, OMe, Ph, OPh,

NHMe, NHAc, NPh, CH(Me)₂, 1-triazolyl, 1-

imidazolyl, and NHCH₂COOH;

Y¹² is selected from H, COOH, COOMe, OMe, F, Cl, or Br;

Y¹³ is selected from the following moieties:



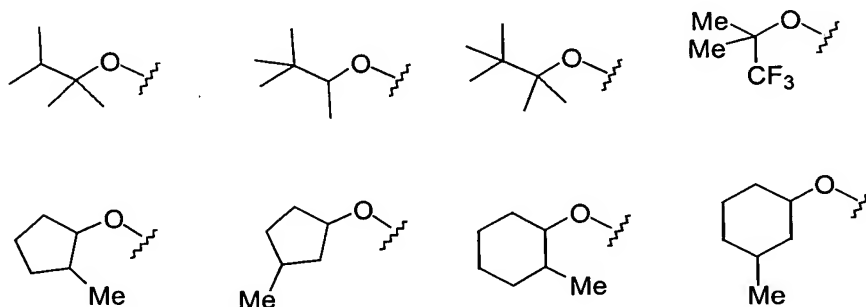
Y¹⁴ is selected from MeSO₂, Ac, Boc, iBoc, Cbz, or Alloc;

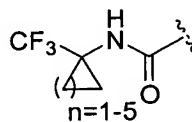
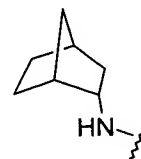
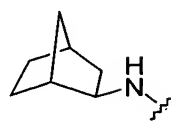
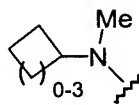
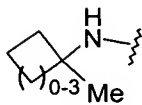
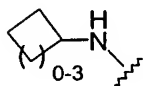
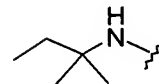
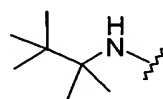
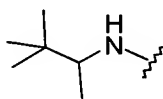
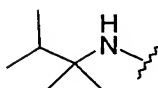
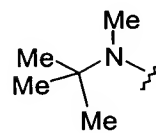
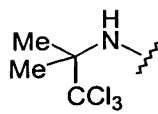
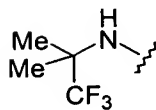
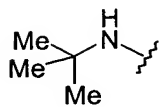
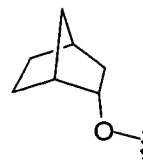
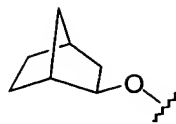
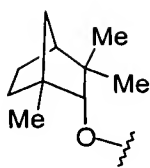
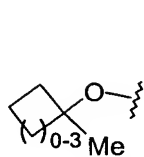
Y¹⁵ and Y¹⁶ are independently selected from alkyl, aryl, heteroalkyl, and heteroaryl;

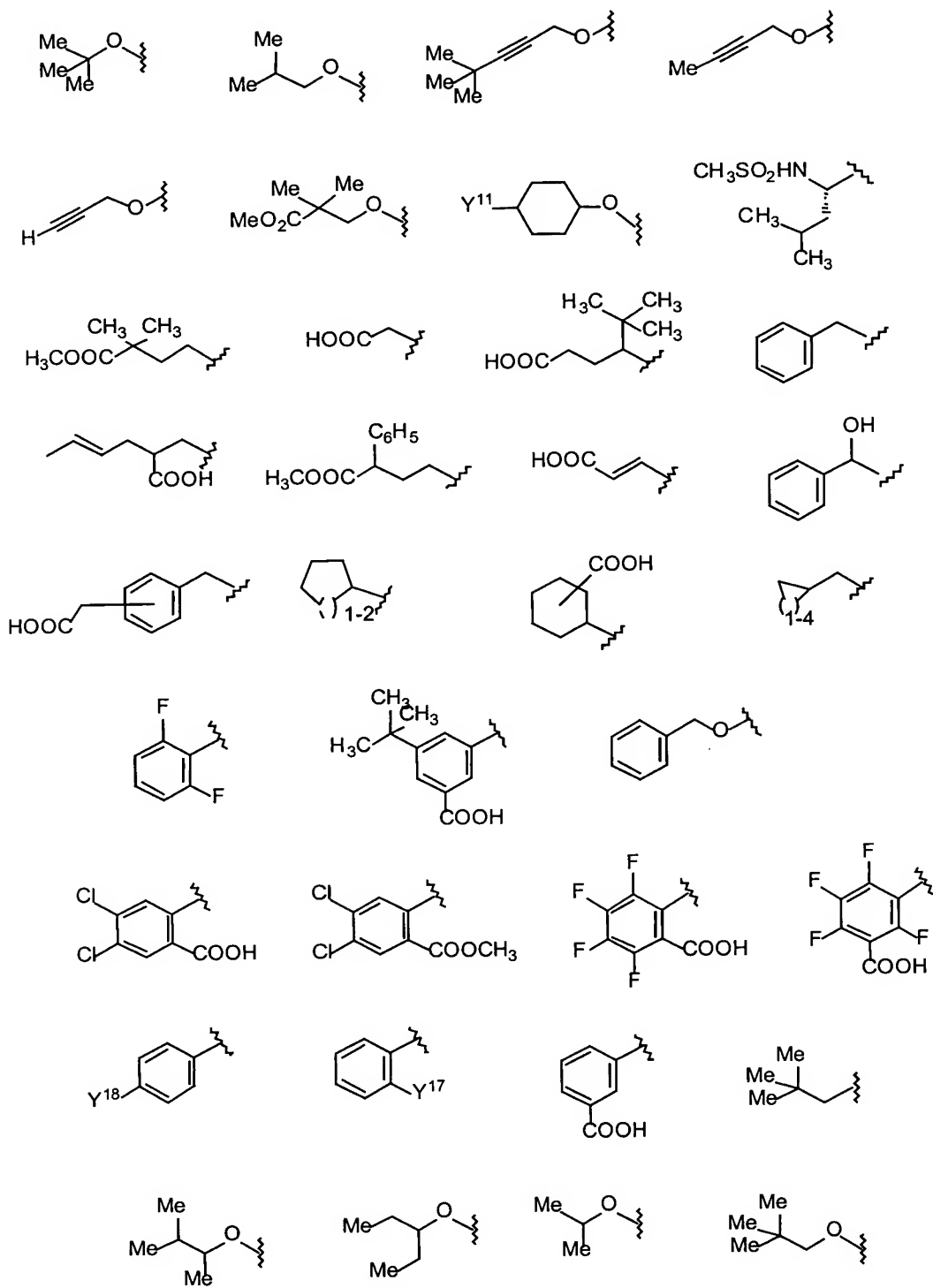
Y¹⁷ is CF₃, NO₂, CONH₂, OH, COOCH₃, OCH₃, OC₆H₅, C₆H₅, COC₆H₅, NH₂, or COOH; and

Y¹⁸ is COOCH₃, NO₂, N(CH₃)₂, F, OCH₃, CH₂COOH, COOH, SO₂NH₂, or NHCOCH₃.

13. (original) The compound of claim 12, wherein Y is selected from the group consisting of:





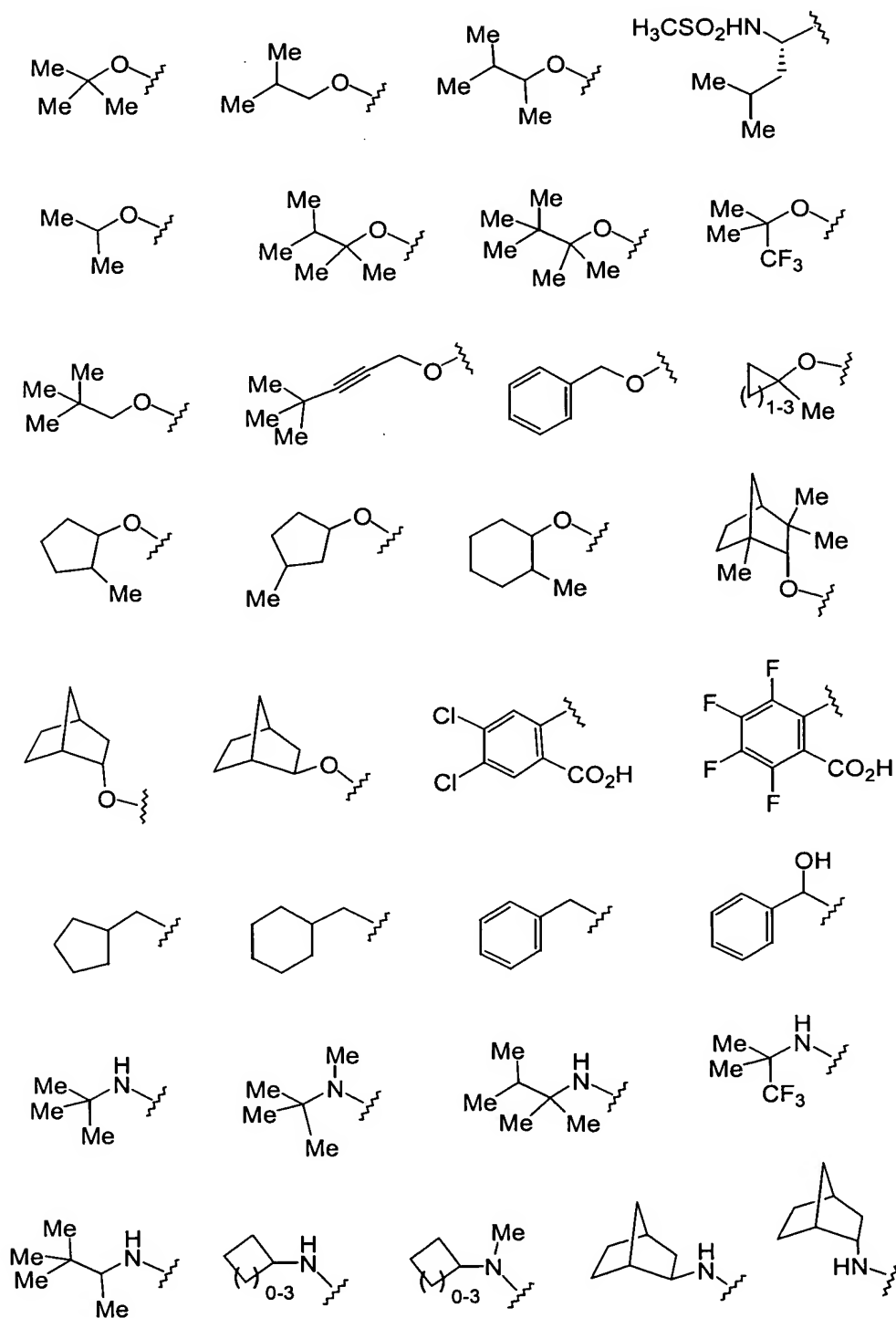


wherein:

$\text{Y}^{17} = \text{CF}_3, \text{NO}_2, \text{CONH}_2, \text{OH}, \text{NH}_2, \text{or COOH};$

$\text{Y}^{18} = \text{F}, \text{COOH},$

14. (original) The compound of claim 13, wherein Y is selected from the group consisting of:

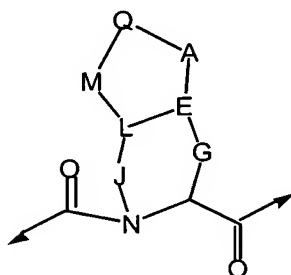


15. (original) The compound of claim 14, wherein L and M are absent, and J is directly linked to E.

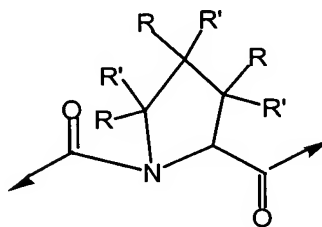
16. (original) The compound of claim 14, wherein L, J and M are absent and E is directly linked to N.

17. (original) The compound of claim 14, wherein G and M are absent.

18. (original) The compound of claim 14, wherein the moiety:

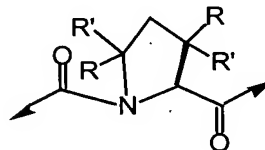
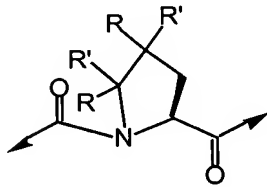
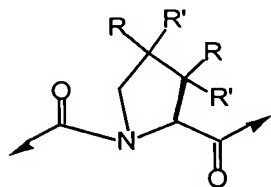
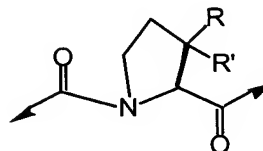
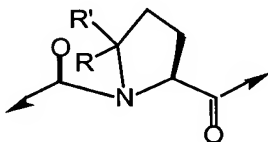
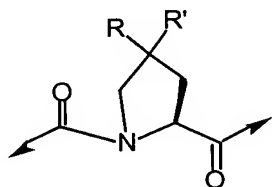


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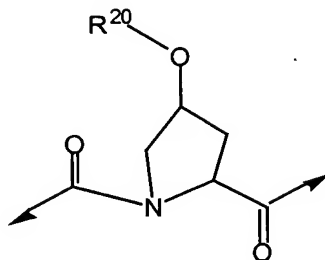


a

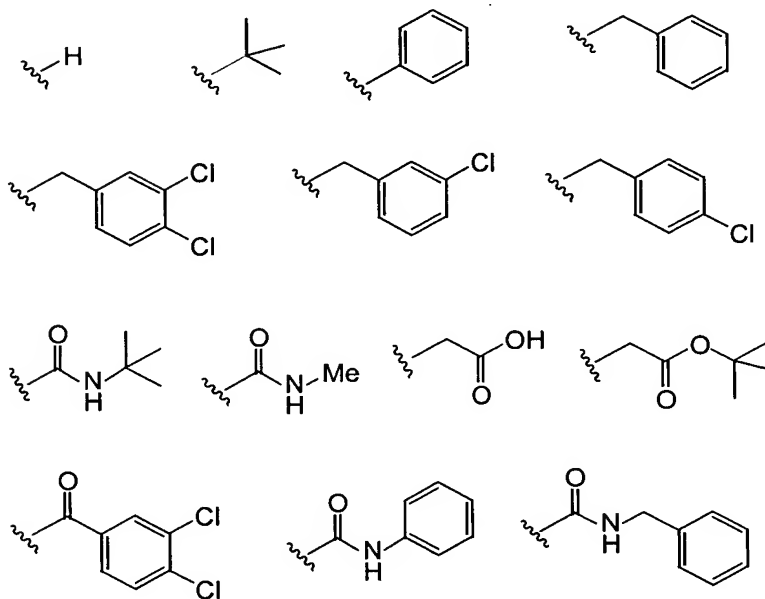
19. (original) The compound of claim 18, wherein structure a is selected from the following structures:



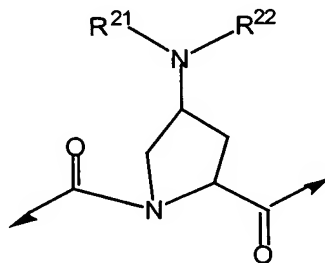
20. (original) The compound of claim 18, wherein structure a is:



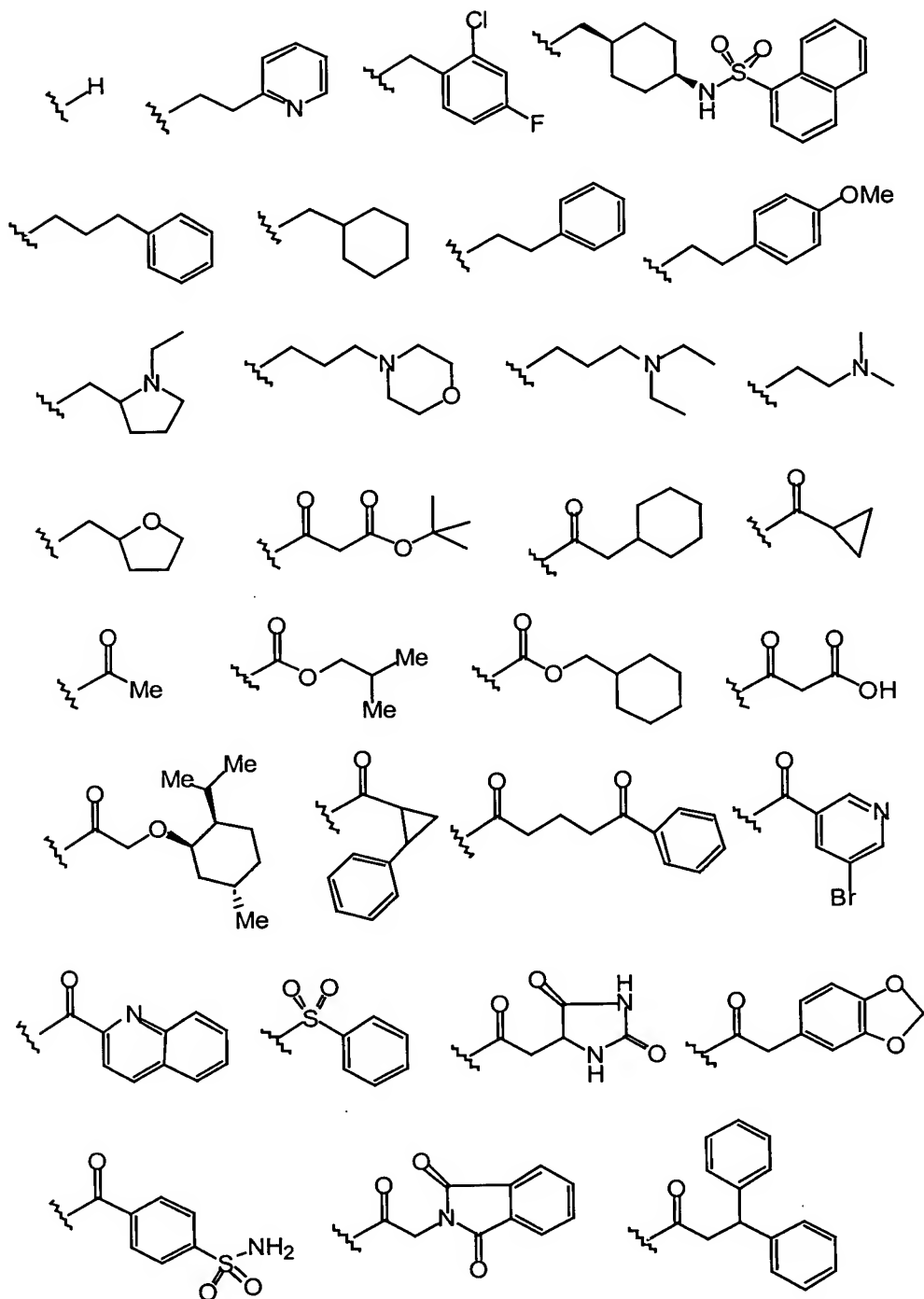
wherein R²⁰ is selected from the following structures:



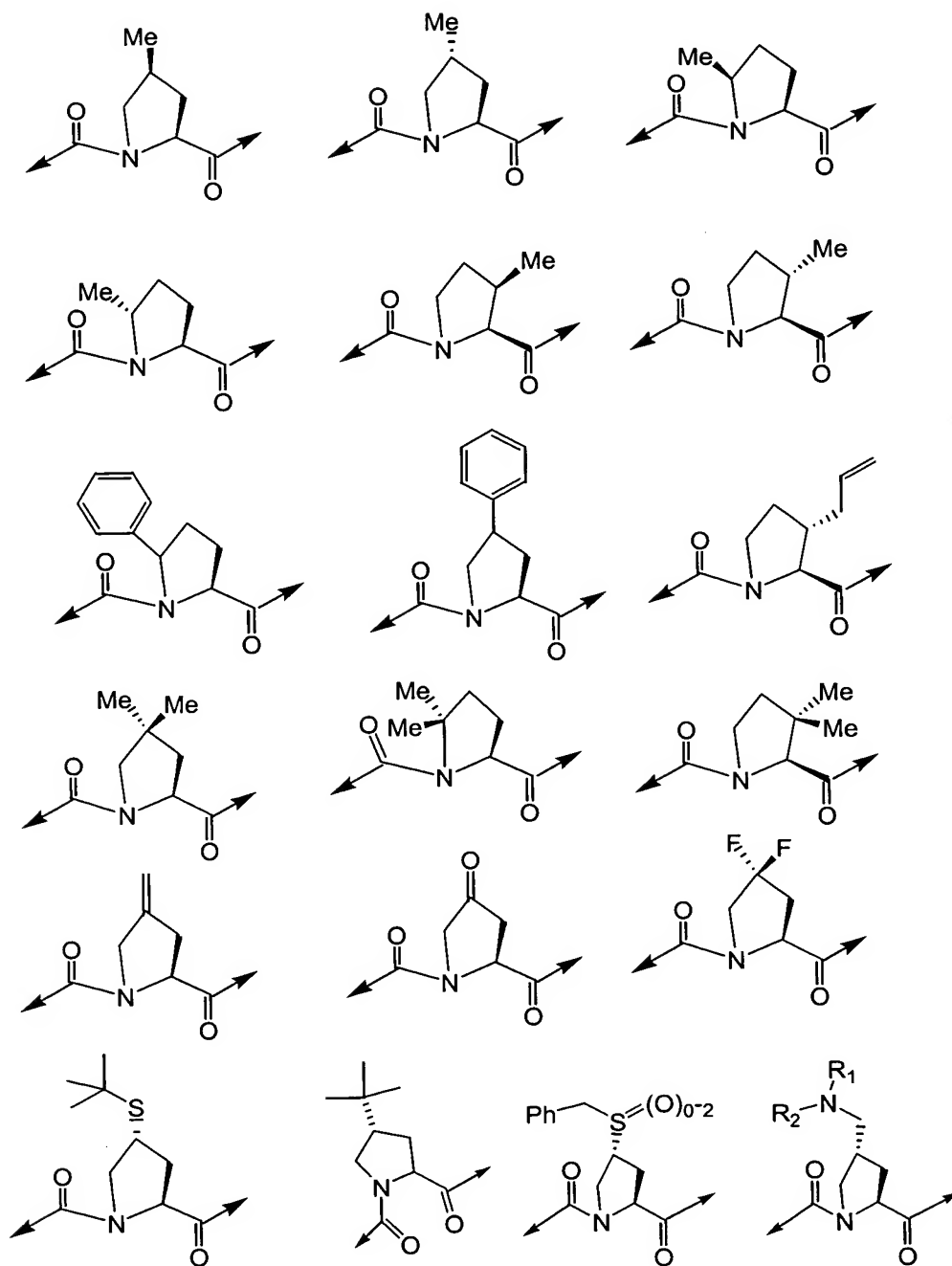
21. (original) The compound of claim 18, wherein structure a is:



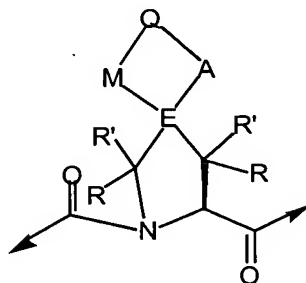
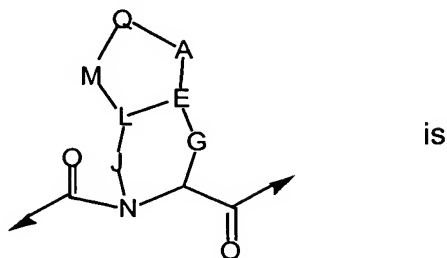
wherein R²¹ and R²² may be the same or different and are independently selected from the following structures:



22. (original) The compound of claim 18, wherein structure a is selected from the following structures:



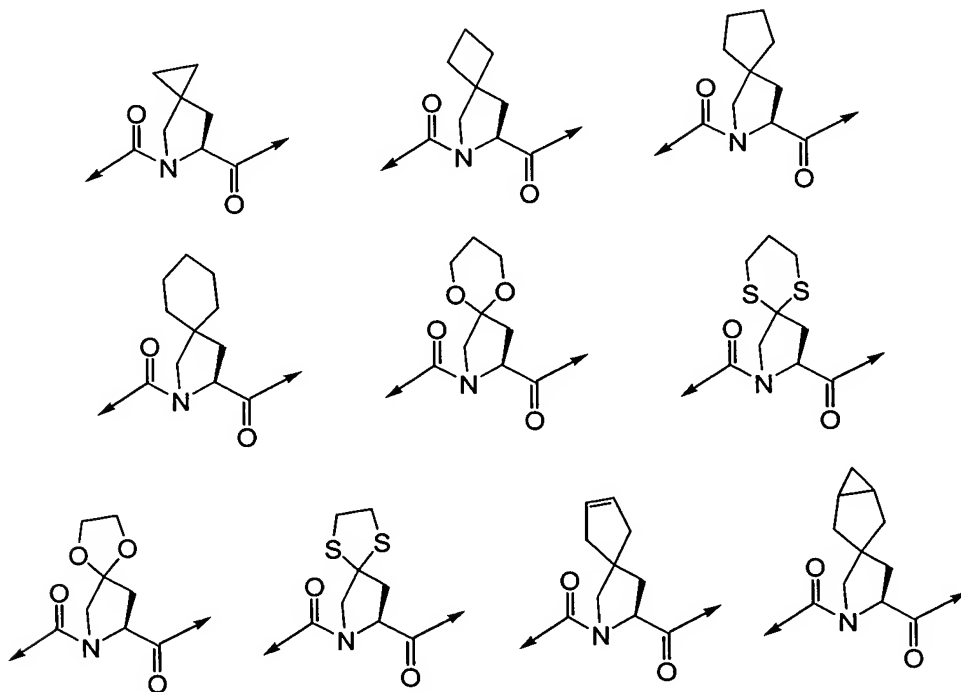
23. (original) The compound of claim 14, wherein:



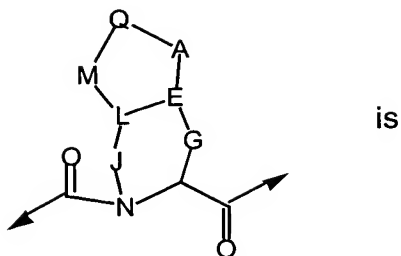
b

wherein Q may be present or absent, and if Q is absent, M is directly linked to A.

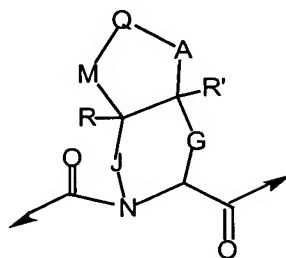
24. (original) The compound of claim 23, wherein structure b is selected from the following structures:



25. (original) The compound of claim 14, wherein:

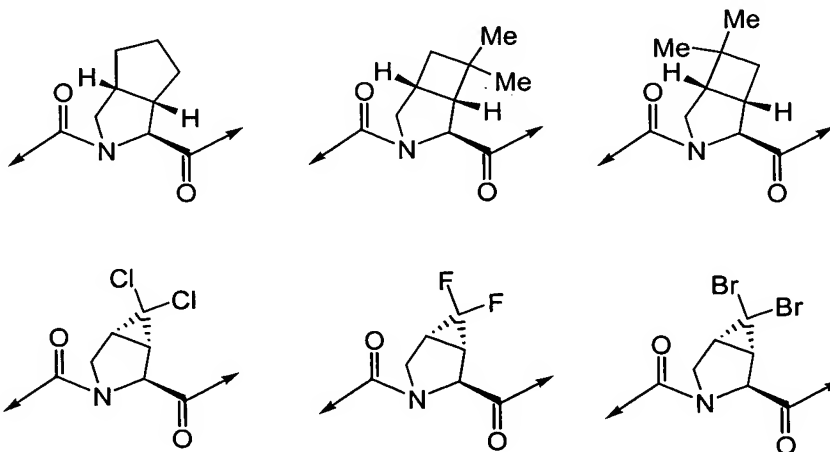


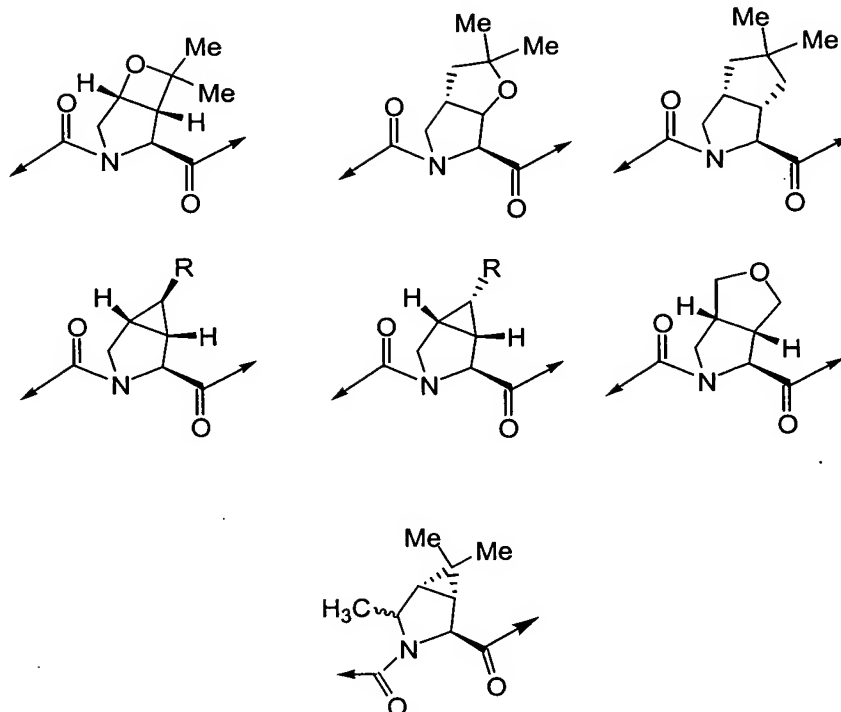
is

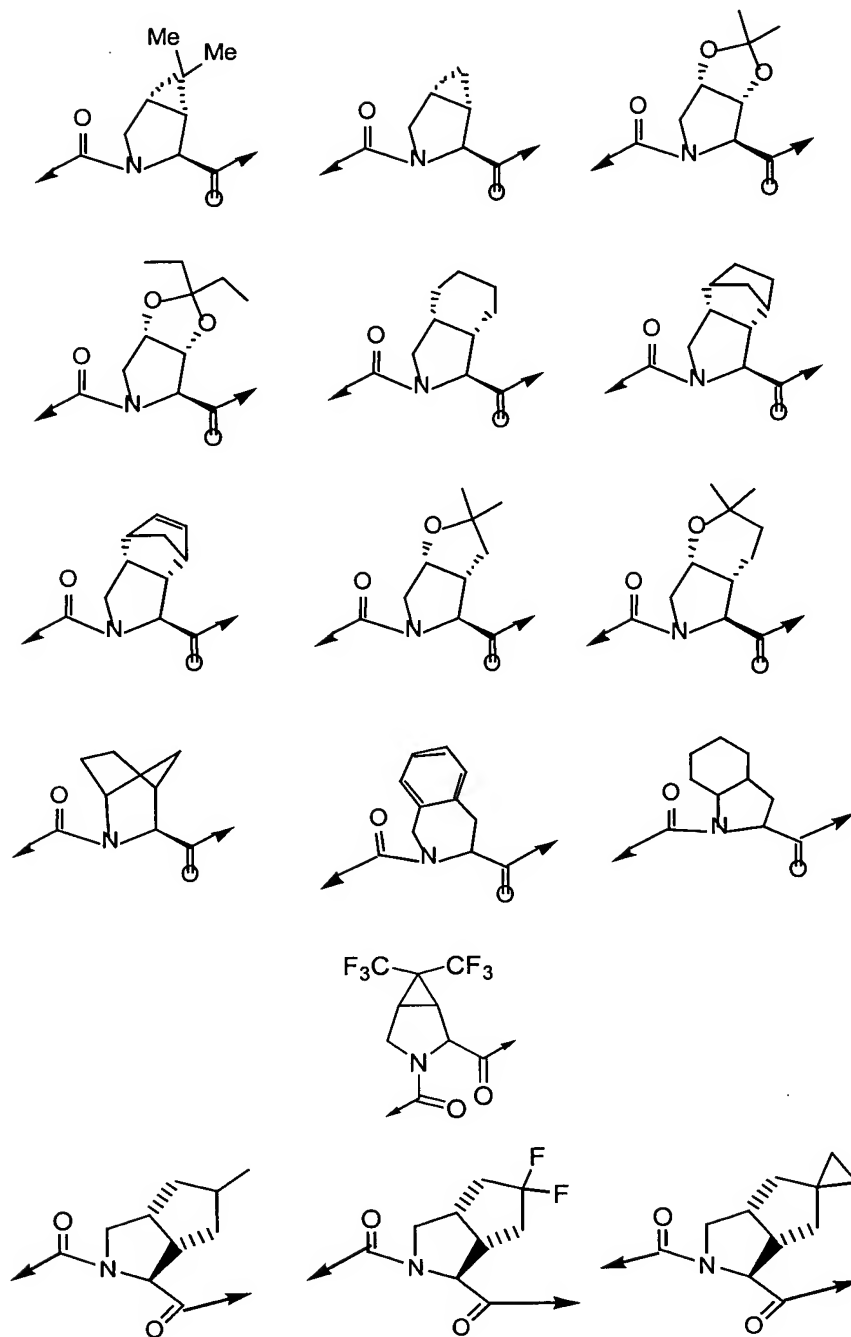
c

wherein G and J are independently selected from the group consisting of $(CH_2)_p$, $(CHR)_p$, $(CHR-CHR')_p$, and $(CRR')_p$; A and M are independently selected from the group consisting of O, S, SO_2 , NR, $(CH_2)_p$, $(CHR)_p$, $(CHR-CHR')_p$, and $(CRR')_p$; and Q is CH_2 , CHR, CRR', NH, NR, O, S, SO_2 , NR, $(CH_2)_p$, $(CHR)_p$, and $(CRR')_p$.

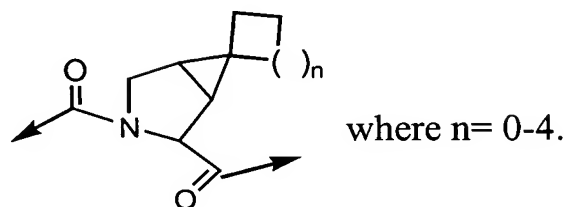
26. (original) The compound of claim 25, wherein structure c is selected from the following structures:



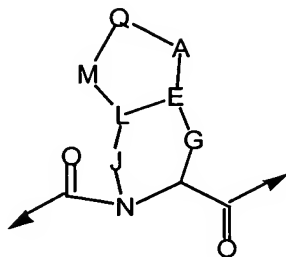




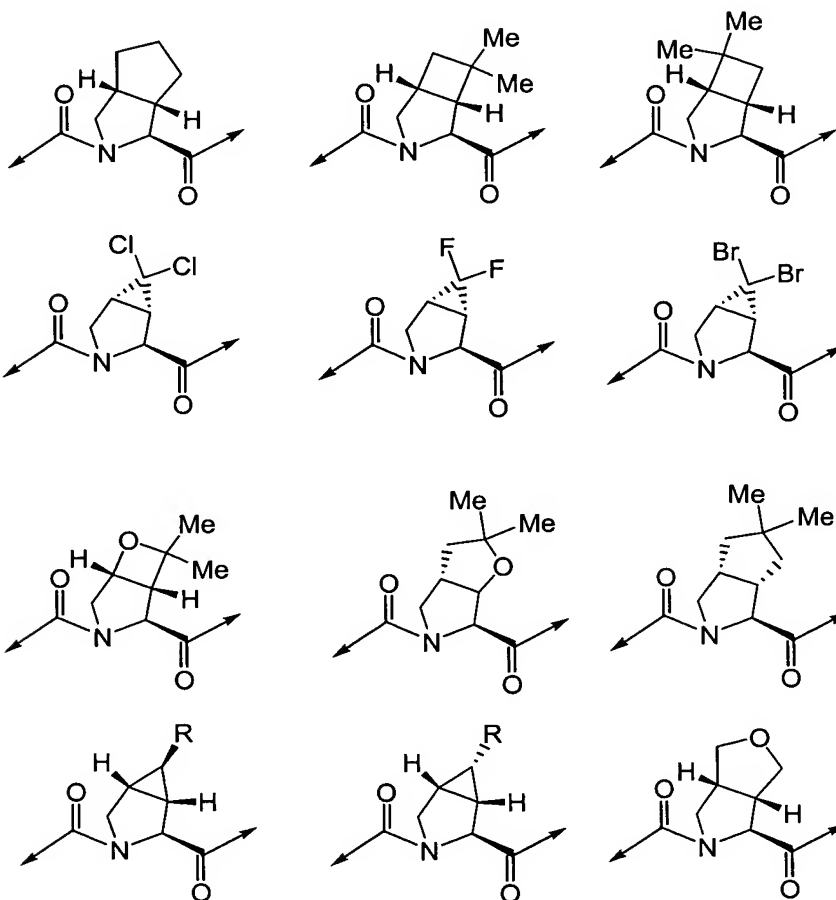
and

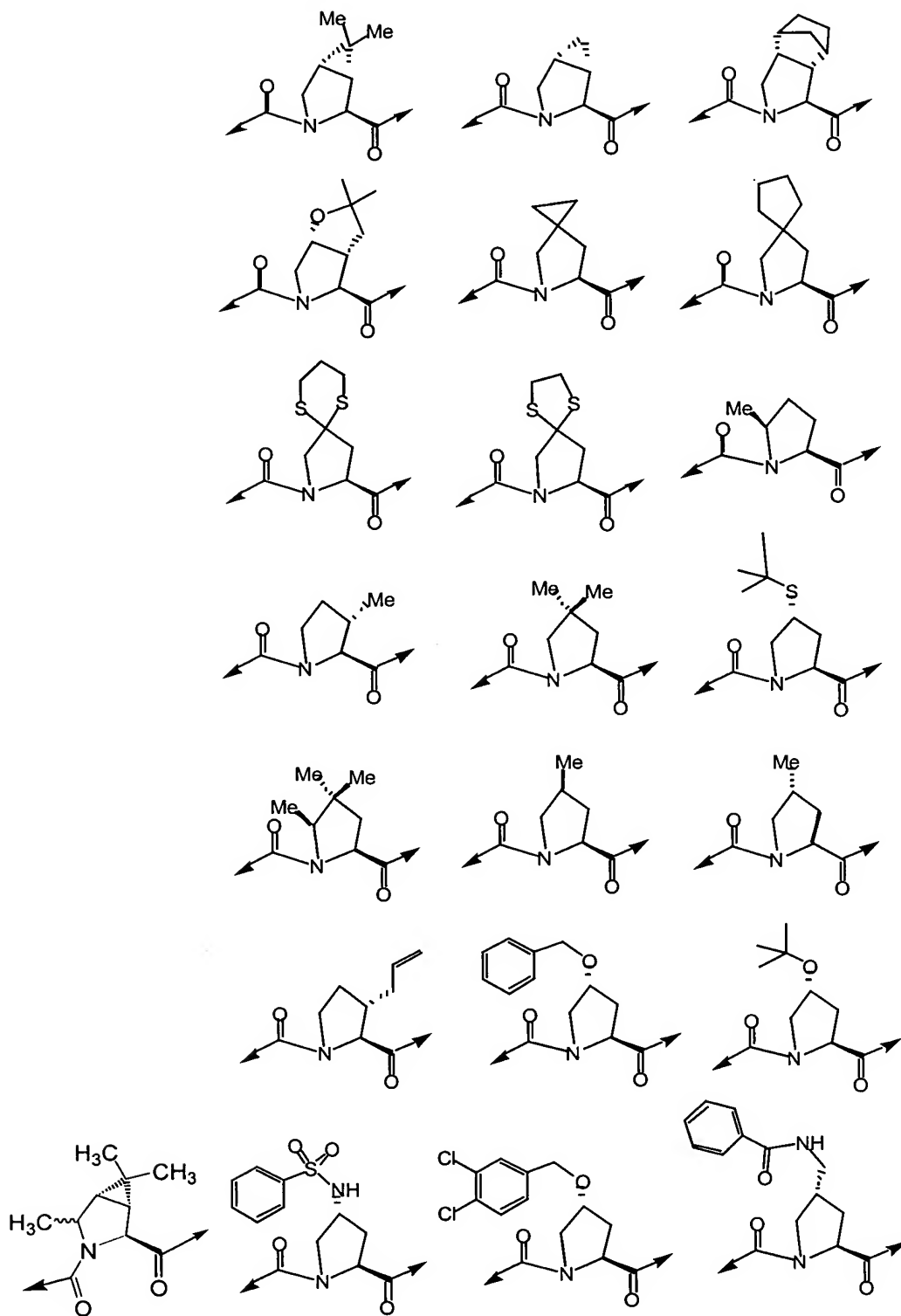


27. (original) The compound of claim 14, wherein:

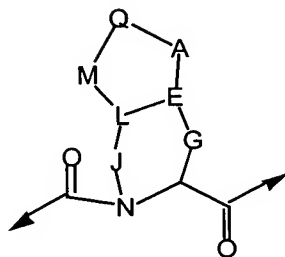


is selected from the following structures:

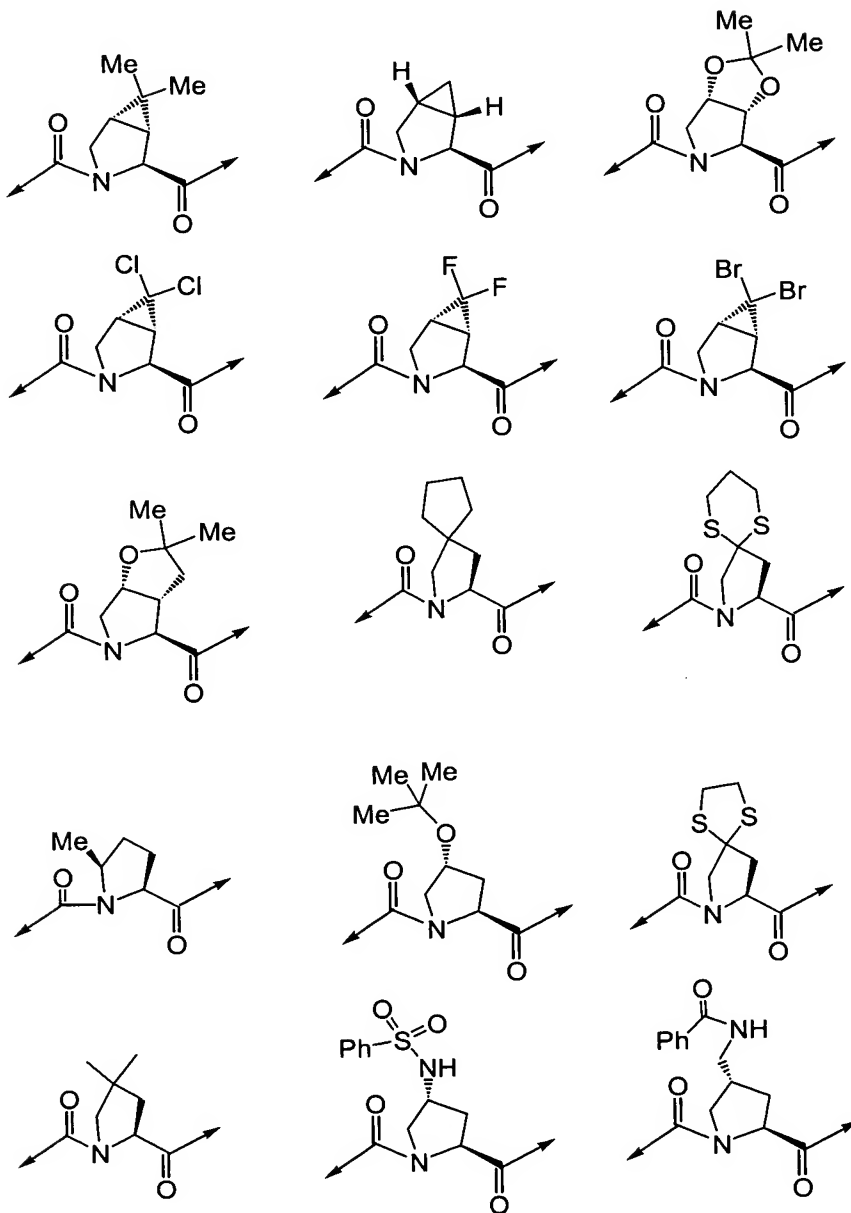




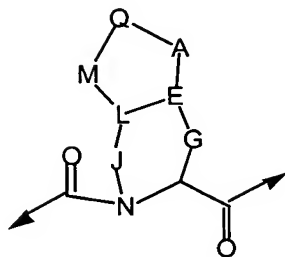
28. (original) The compound of claim 27, wherein:



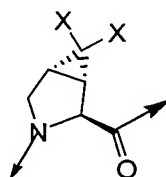
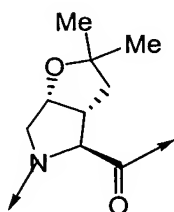
is selected from the following structures:



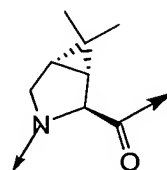
2829. (currently amended) The compound of claim 27, wherein:



is selected from the following structures:



X = F, Cl, Br



30. (original) A pharmaceutical composition comprising as an active ingredient a compound of claim 1.

31. (currently amended) The pharmaceutical composition of claim 30 suitable for use in treating disorders associated with hepatitis C virus^{HCV}.

32. (original) The pharmaceutical composition of claim 30 additionally comprising a pharmaceutically acceptable carrier.

33. (original) The pharmaceutical composition of claim 32, additionally containing an antiviral agent.

34. (currently amended) The pharmaceutical composition of claim 33, ~~still additionally~~ further containing an interferon.

35. (original) The pharmaceutical composition of claim 34, wherein said antiviral agent is ribavirin and said interferon is α -interferon or pegylated interferon.

36. (currently amended) A method of treating disorders associated with the hepatitis C virus^{HCV}, said method comprising administering to a patient in need of such treatment a

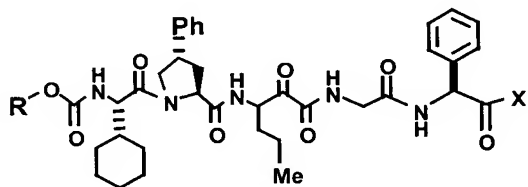
pharmaceutical composition which comprises therapeutically effective amounts of a compound of claim 1.

37. (original) The method of claim 36, wherein said administration is oral or subcutaneous.

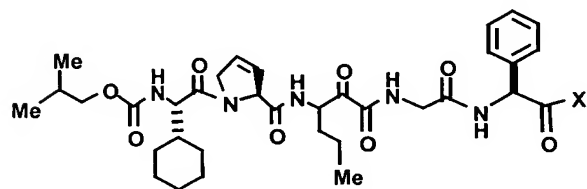
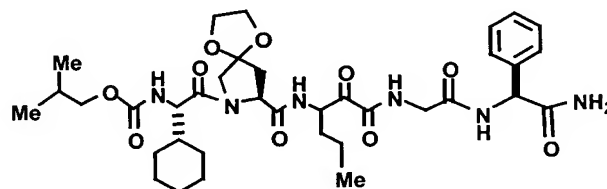
38. (currently amended) The use of a compound of claim 1 for the manufacture of a medicament to treat disorders associated with the hepatitis C virus^{HCV}.

39. (currently amended) A method of preparing a pharmaceutical composition for treating the disorders associated with the hepatitis C virus^{HCV}, said method comprising bringing into intimate contact a compound of claim 1 and a pharmaceutically acceptable carrier.

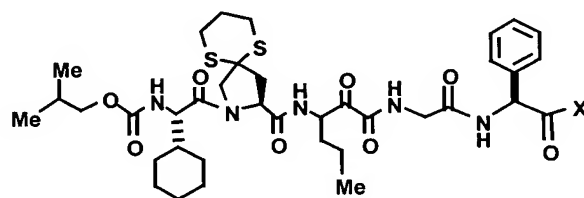
40. (currently amended) A compound exhibiting hepatitis C virus^{HCV} protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being selected from the compounds of structures listed below:



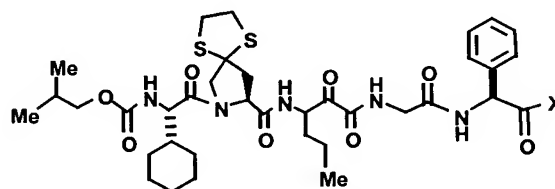
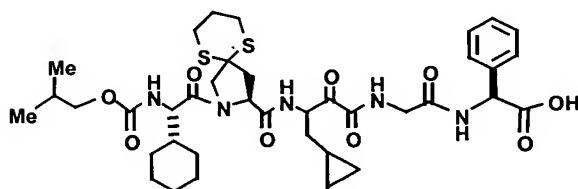
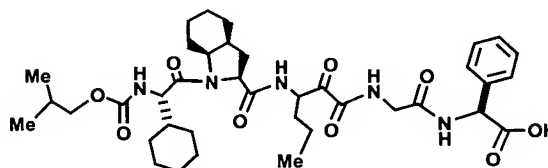
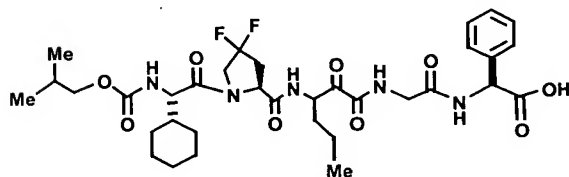
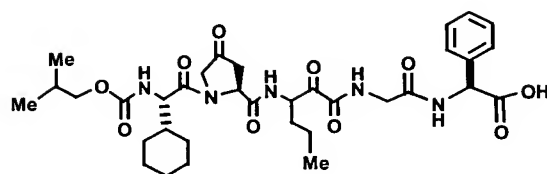
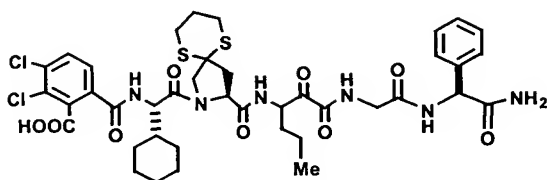
(R = t-butyl, X = NH₂)
 (R = Isobutyl, X = NH₂) (R = t-butyl, X = OH)
 (R = Trichloroethyl, X = OH)



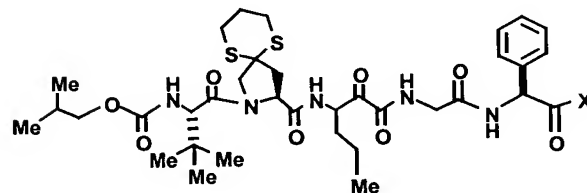
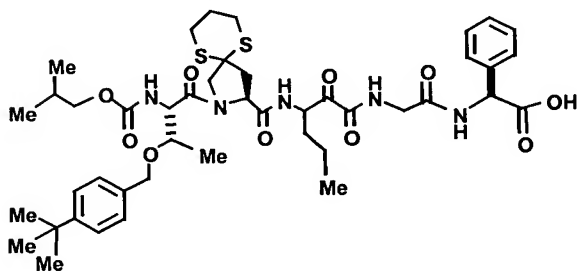
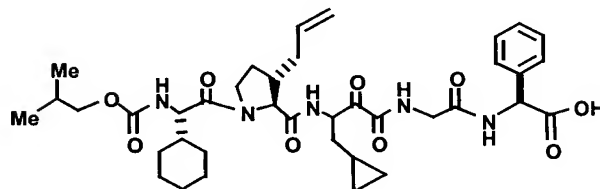
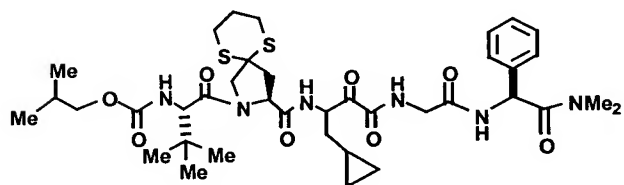
(X = O^tBu)
 (X = OH)



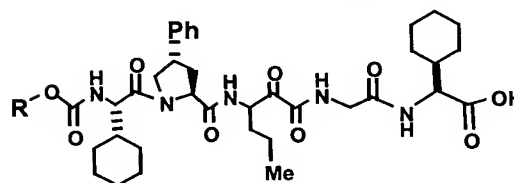
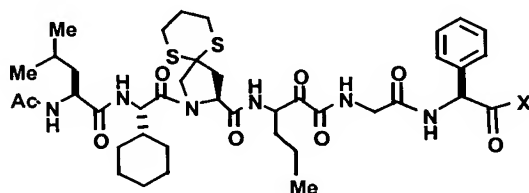
(X = OH)
 (X = O^tBu) (X = NH₂)
 (X = NHMe) (X = NMe₂)



(X = NH₂) (X = NHMe)
(X = NMe₂) (X = OH)

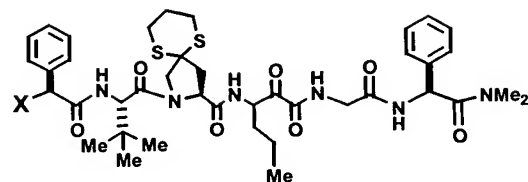
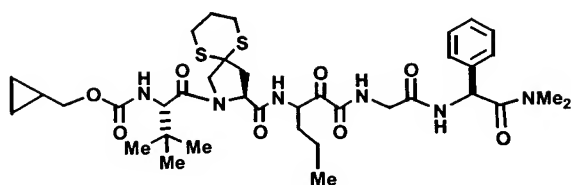


(X = O^tBu) (X = NH₂)
(X = OH) (X = NMe₂)

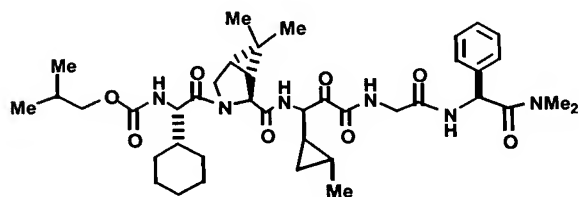
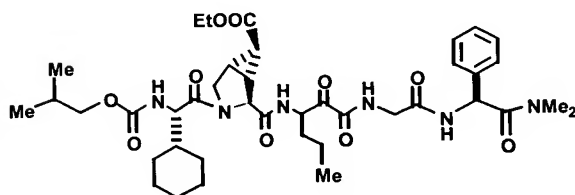
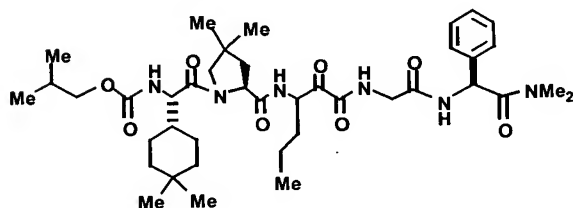
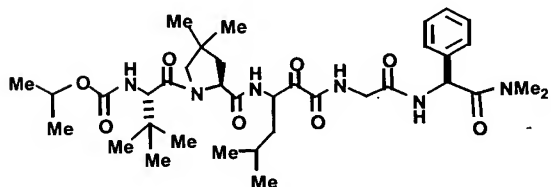
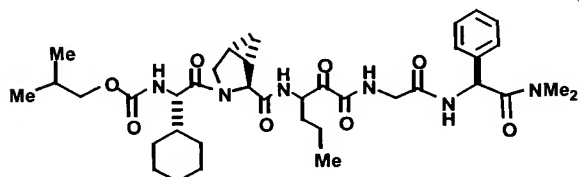
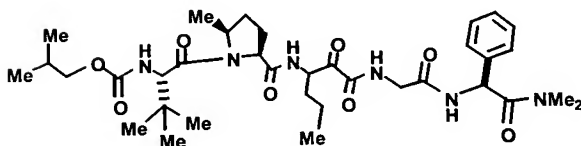
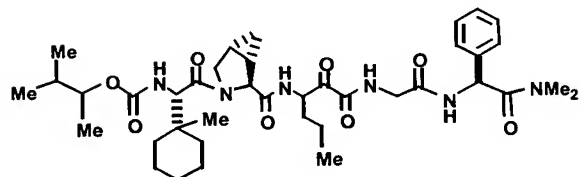
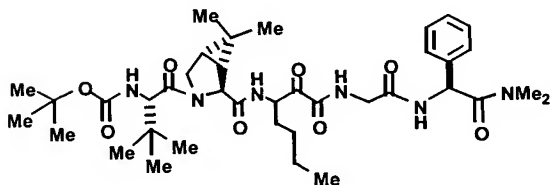
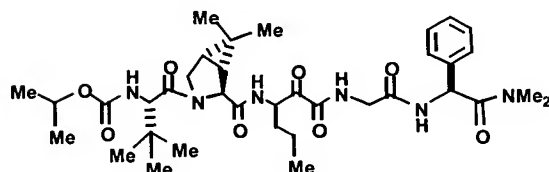
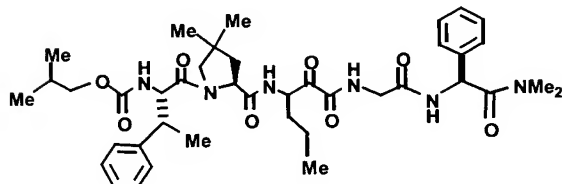


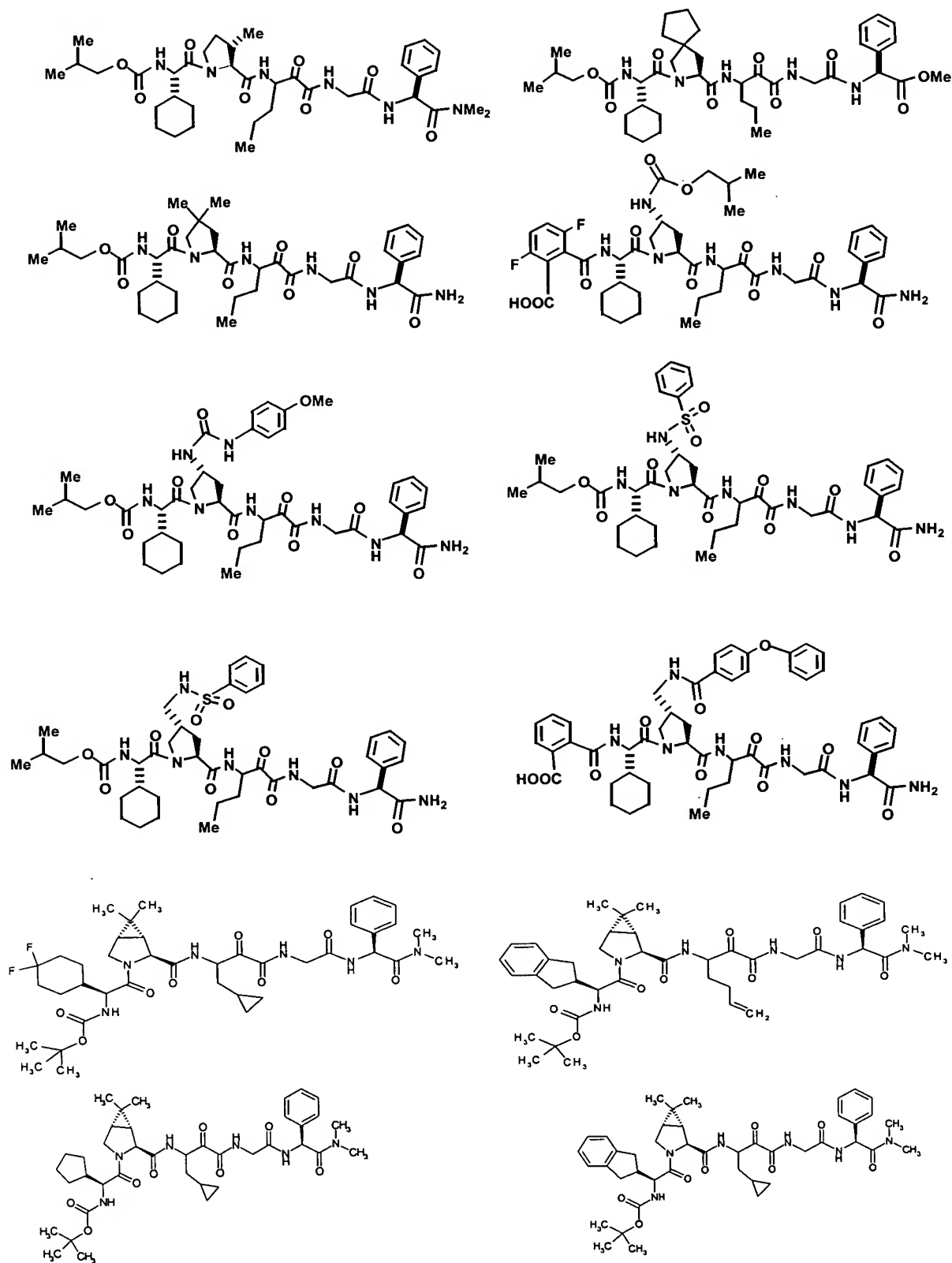
(X = O^tBu) (X = NH₂) (X = NMe₂)
(X = OH) (X = NMeOMe)

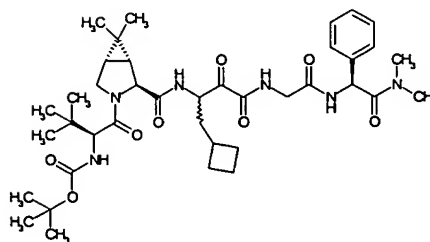
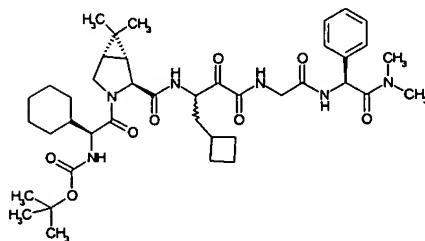
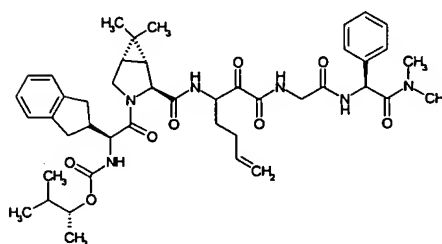
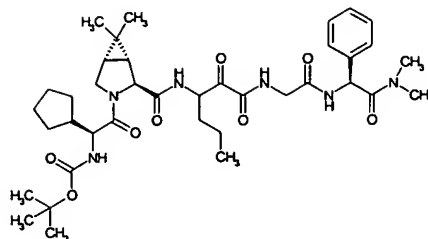
(R = t-butyl)
(R = Isobutyl)

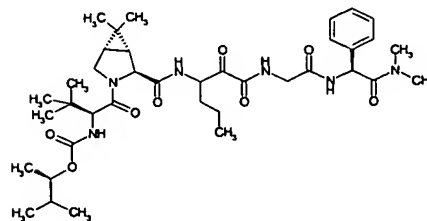
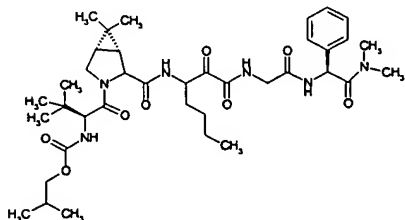
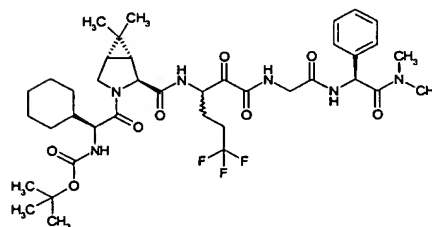
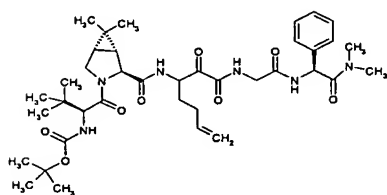
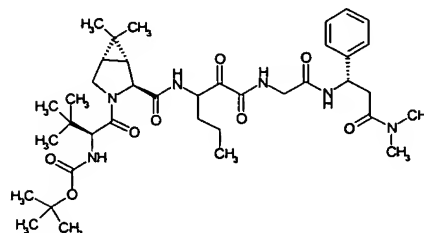
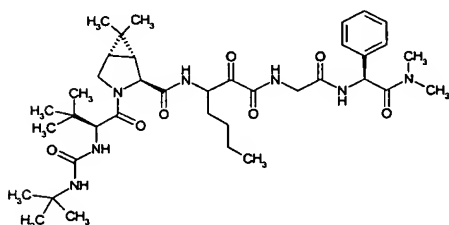
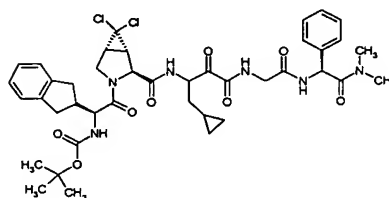
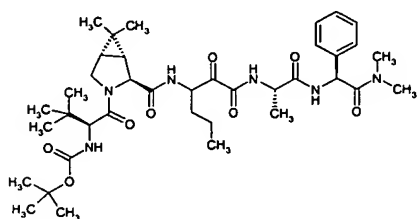
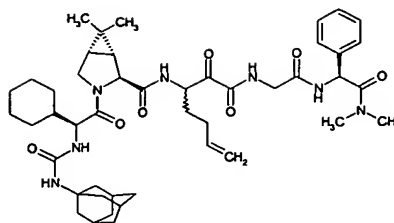
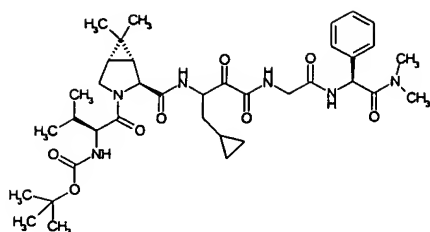


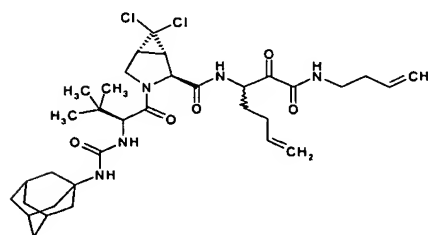
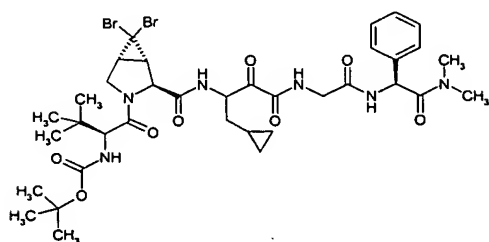
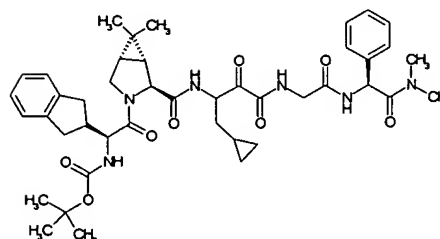
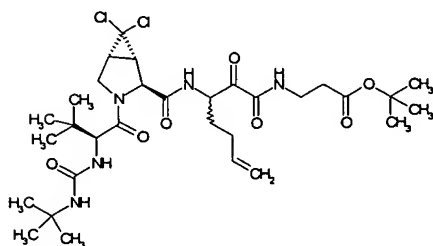
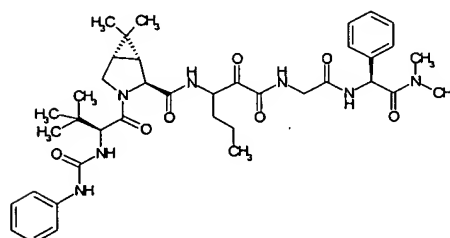
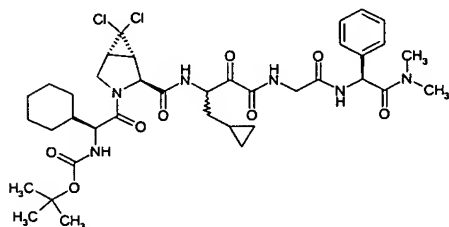
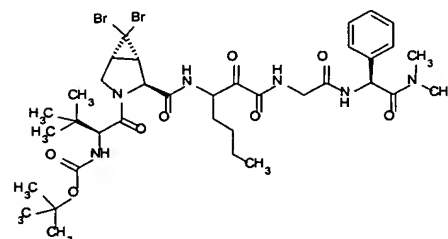
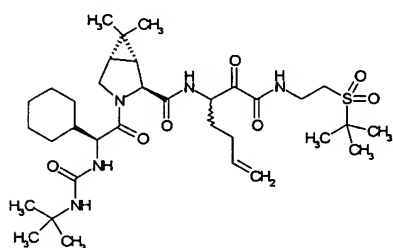
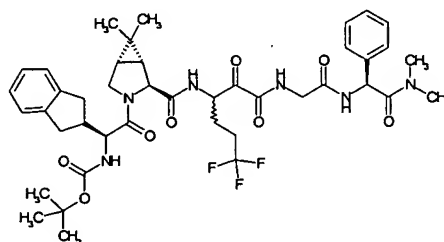
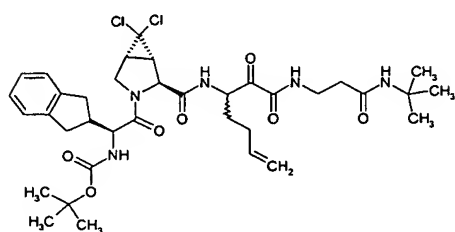
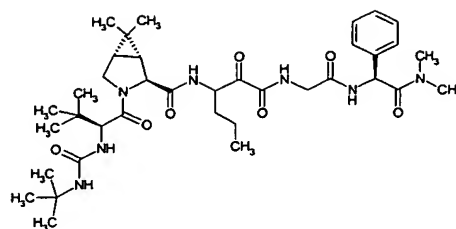
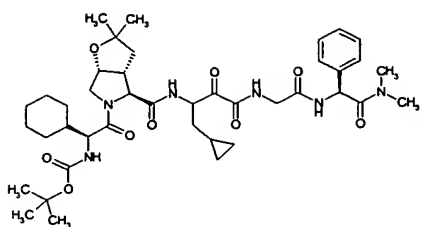
(X = Me, Y = CH₂Me)
(X = OAc, Y = Me)

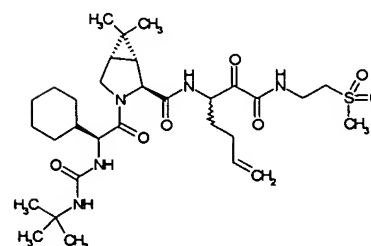
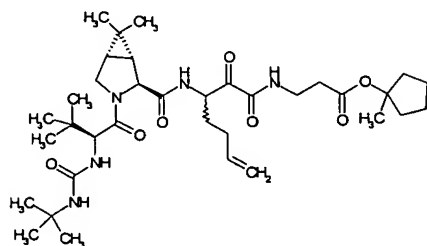
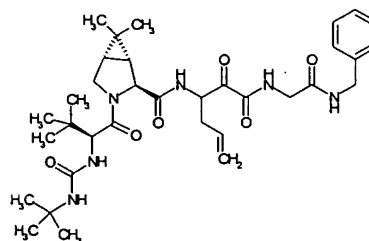
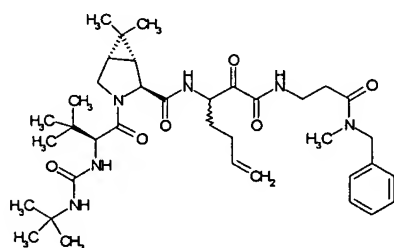
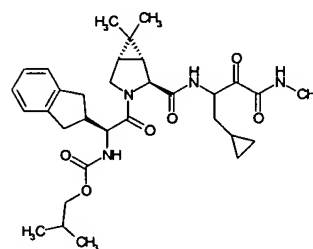
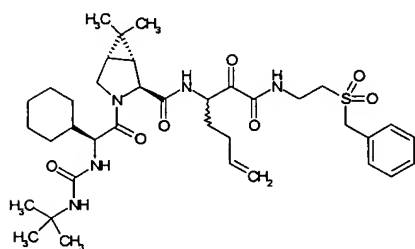
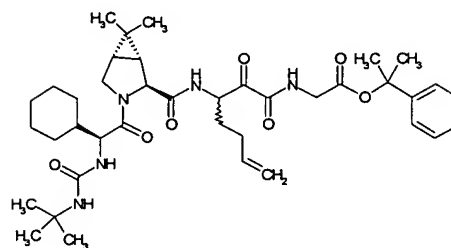
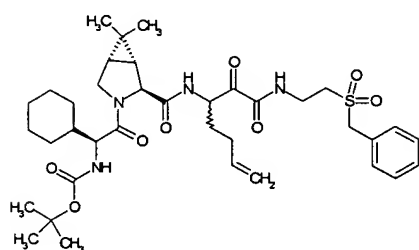
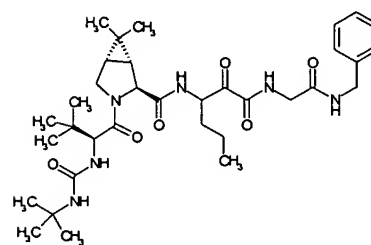
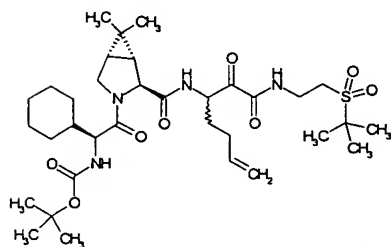
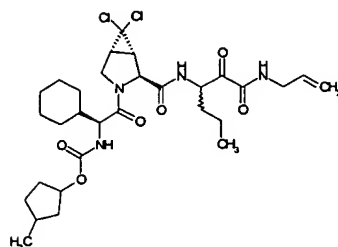
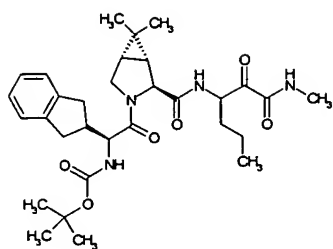


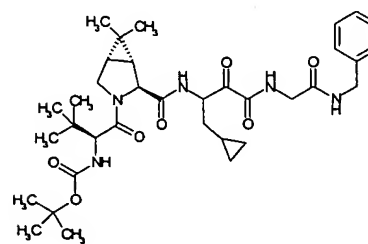
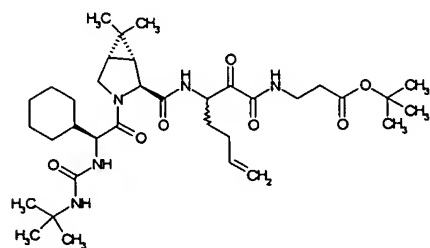
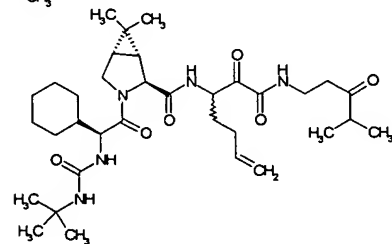
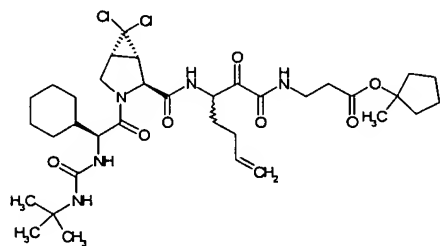
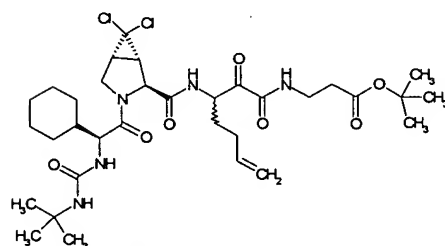
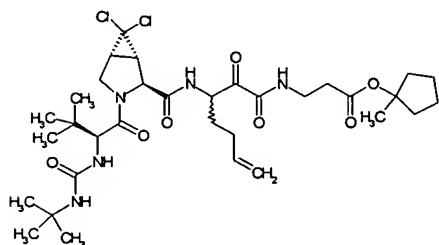
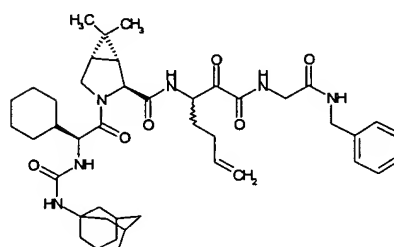
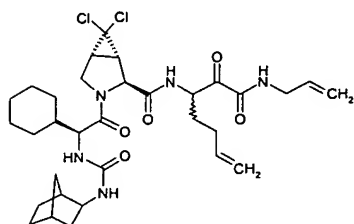
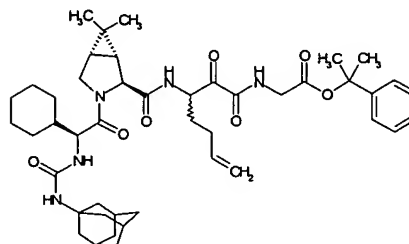
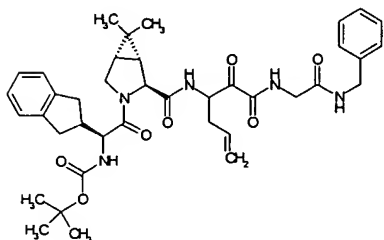
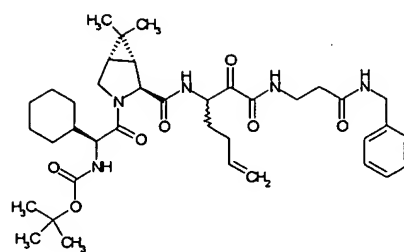
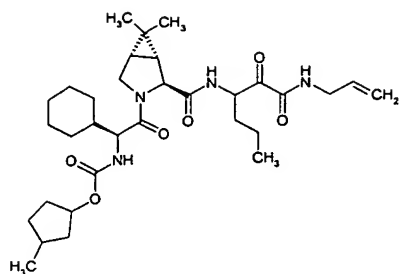


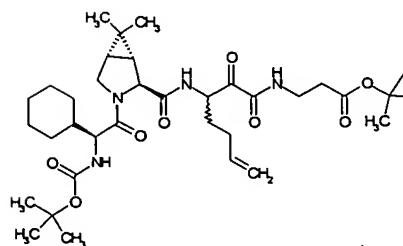
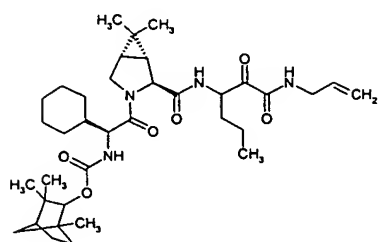
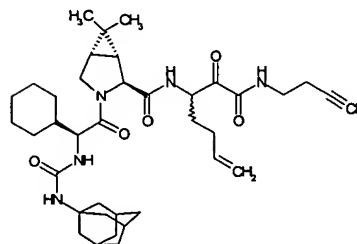
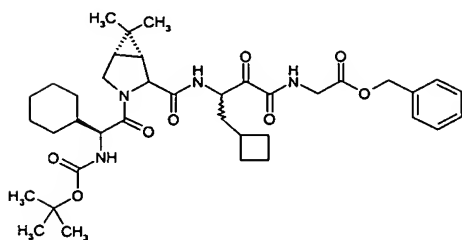
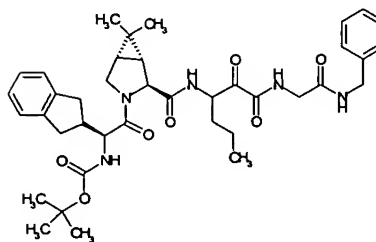
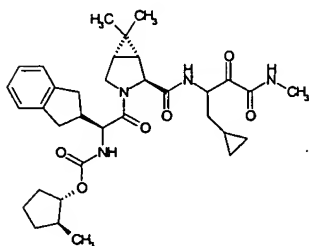
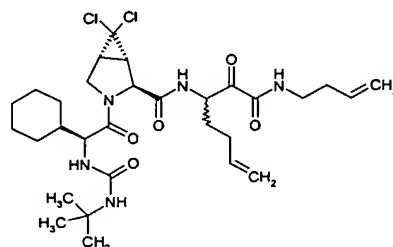
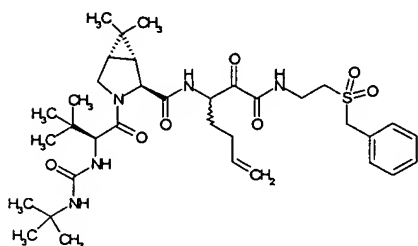
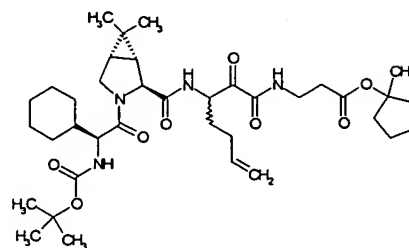
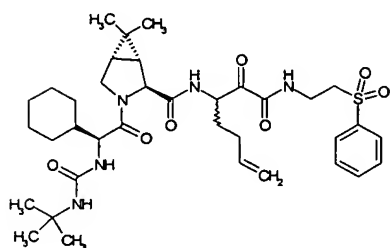
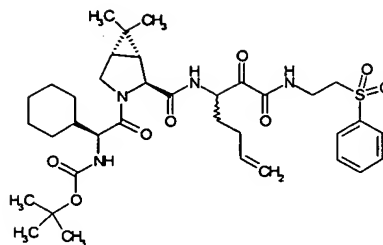
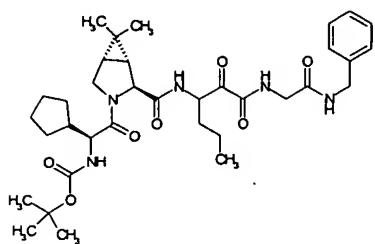


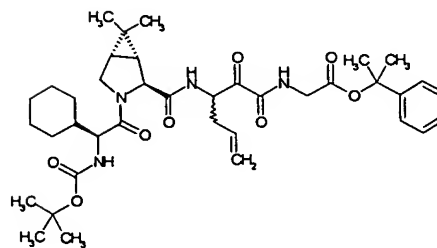
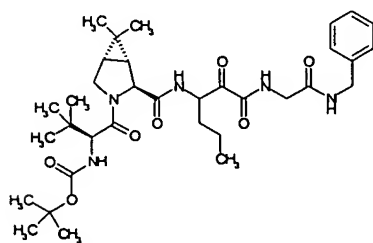
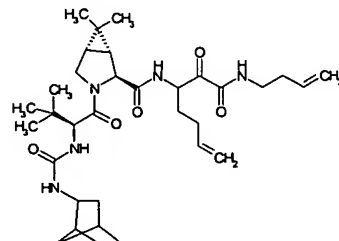
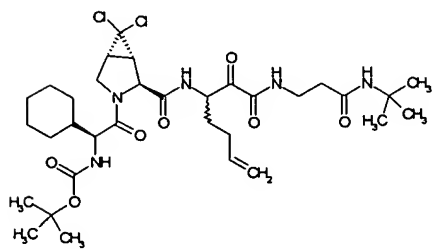
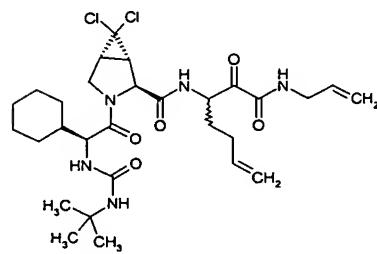
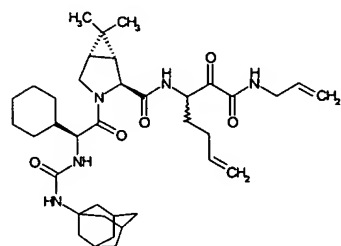
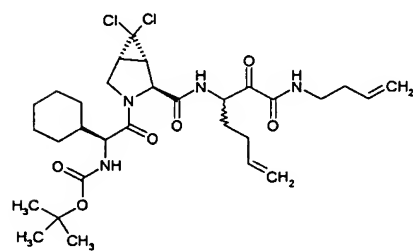
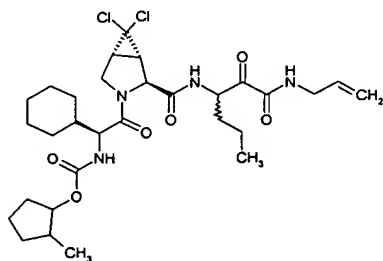
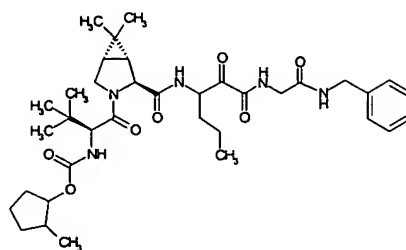
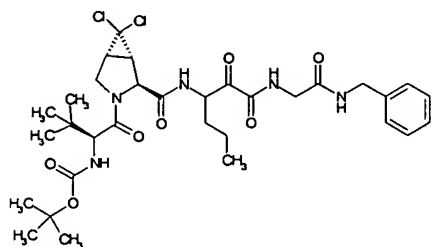
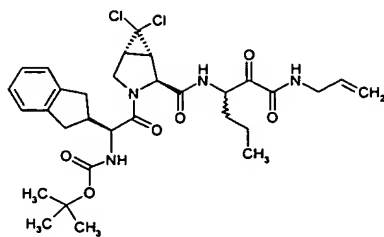
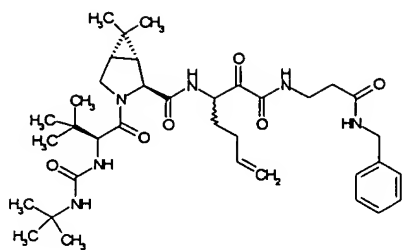


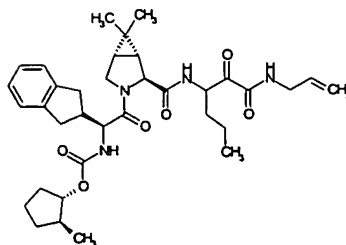
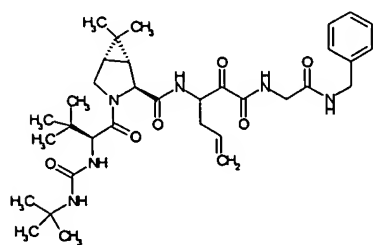
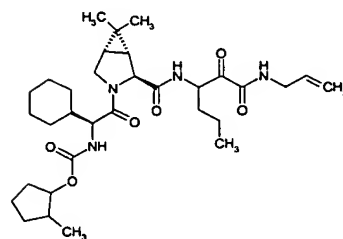
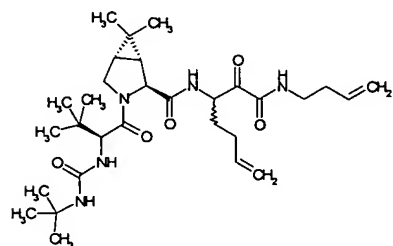
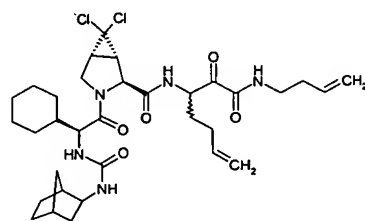
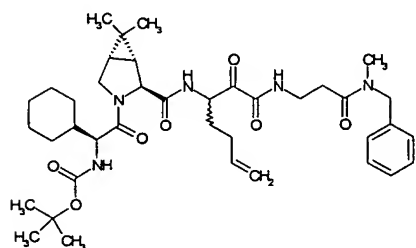
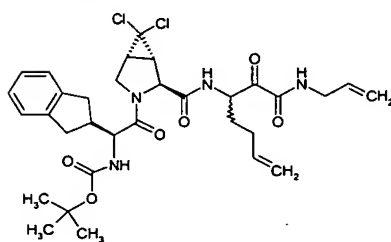
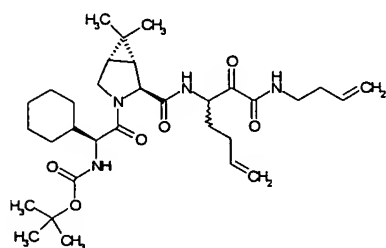
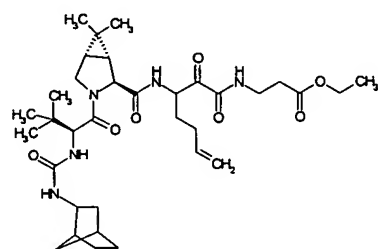
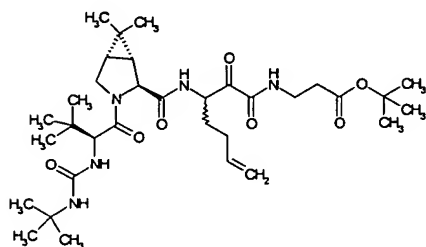
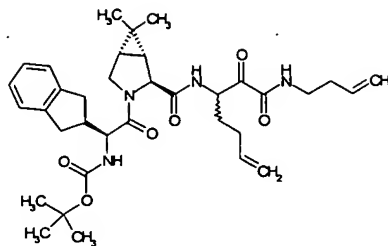
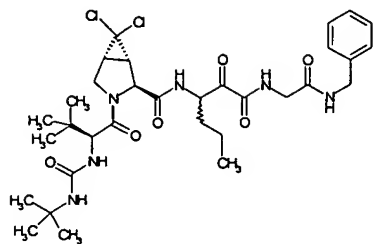


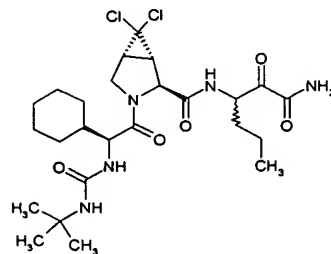
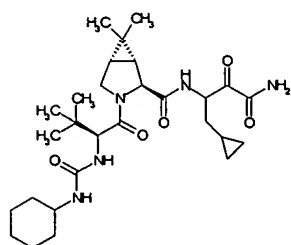
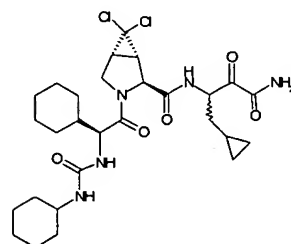
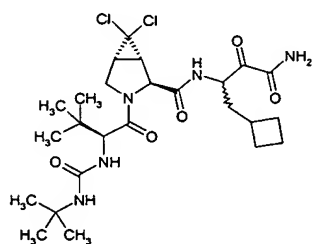
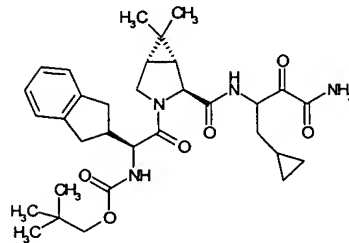
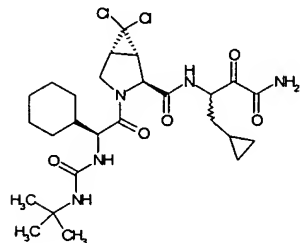
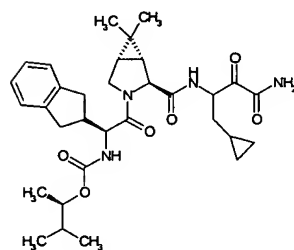
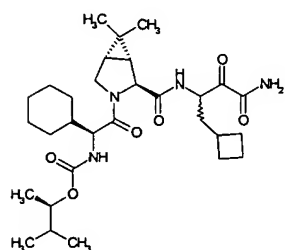
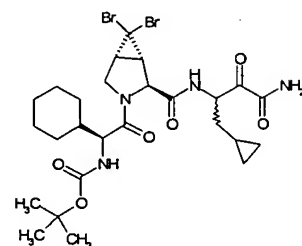
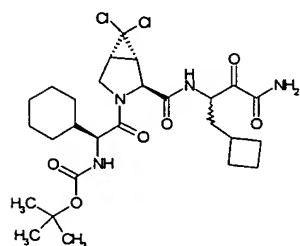
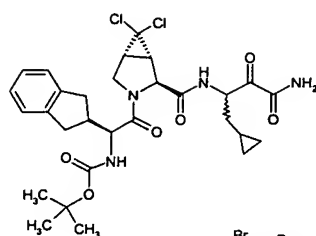
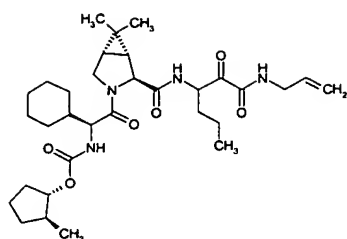


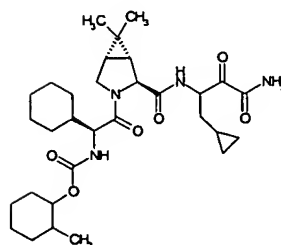
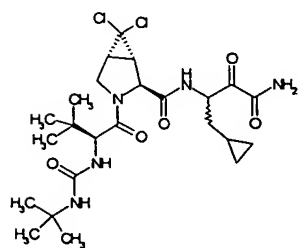
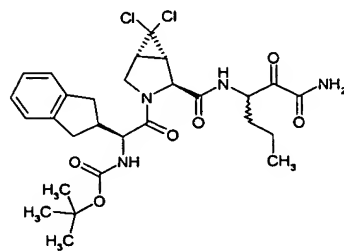
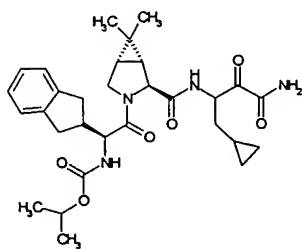
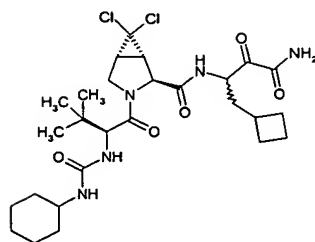
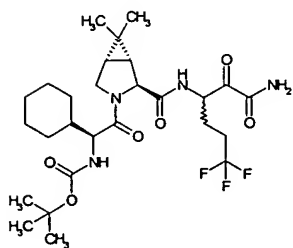
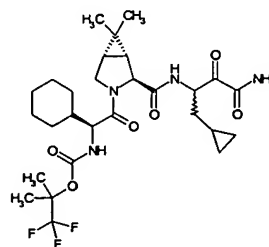
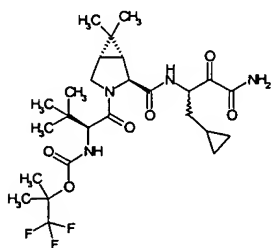
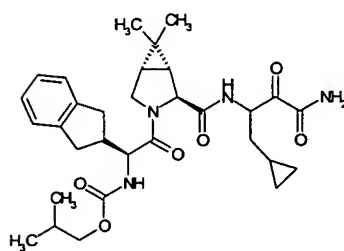
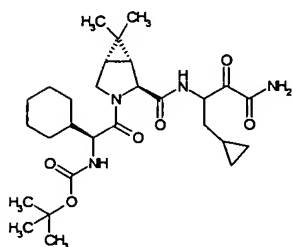
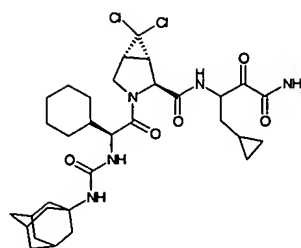
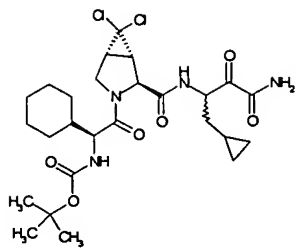


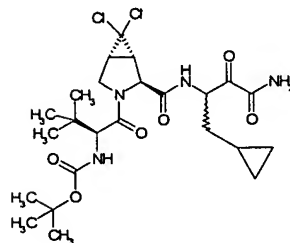
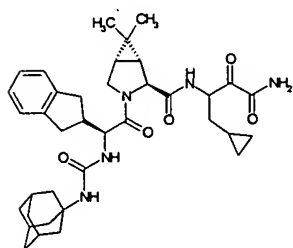
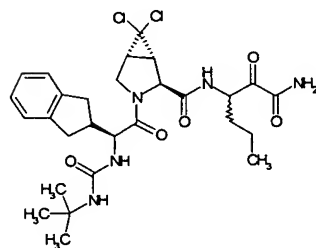
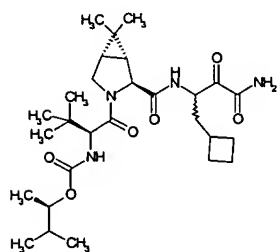
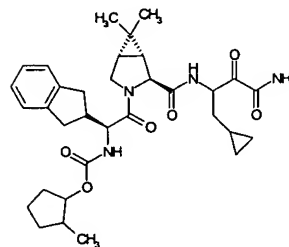
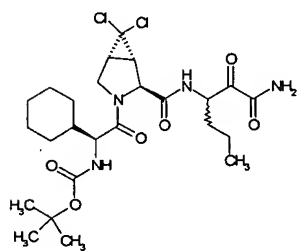
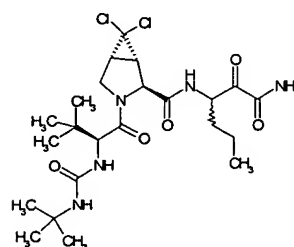
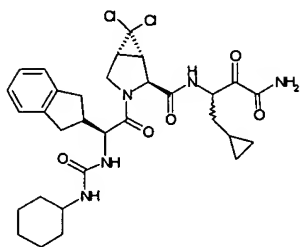
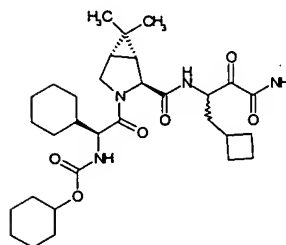
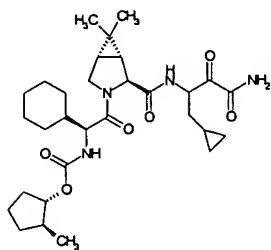
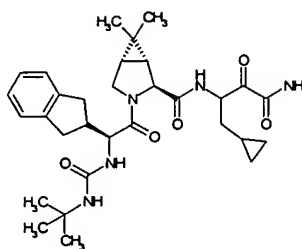
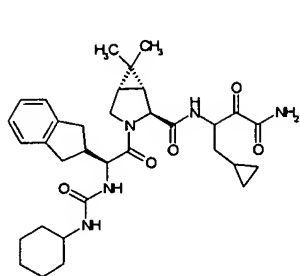


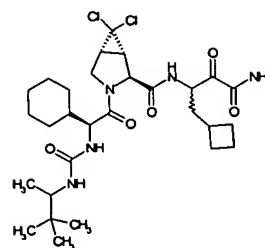
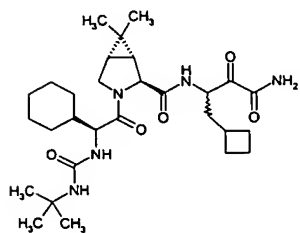
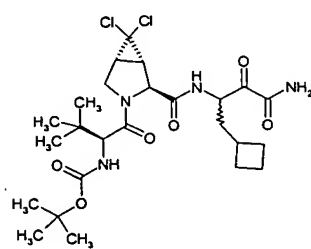
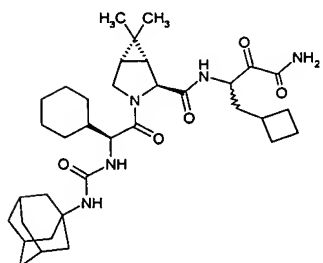
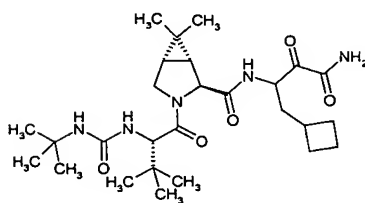
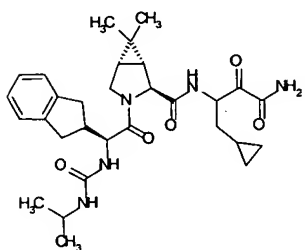
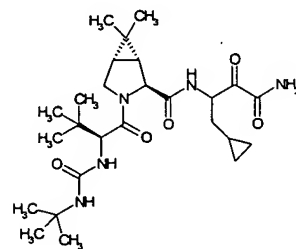
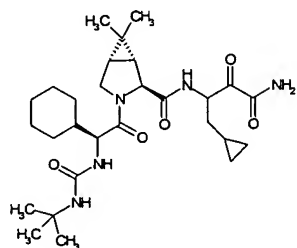
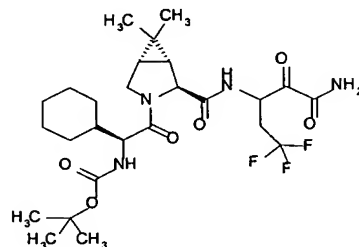
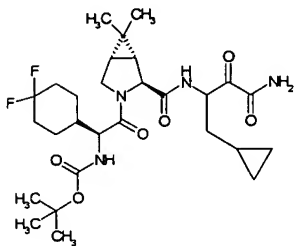
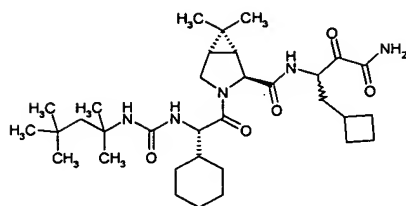
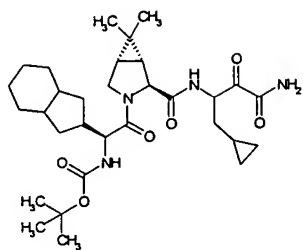


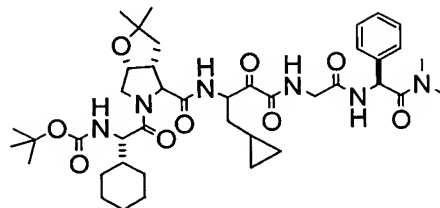
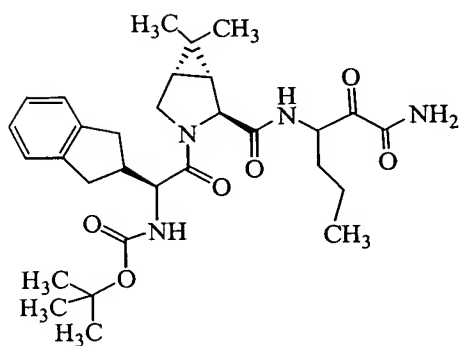
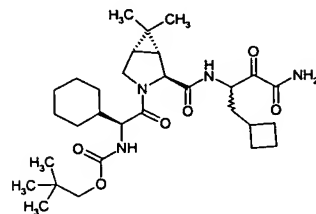
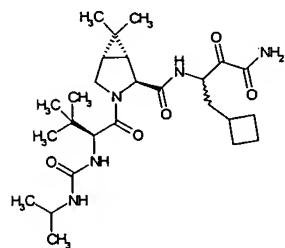
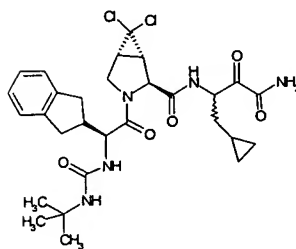
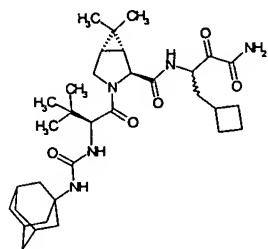
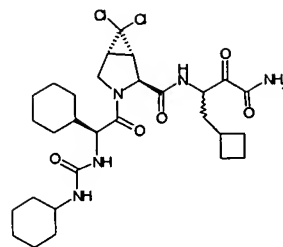
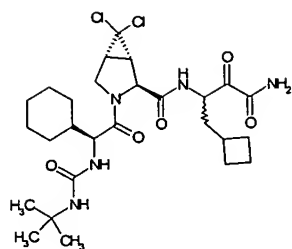


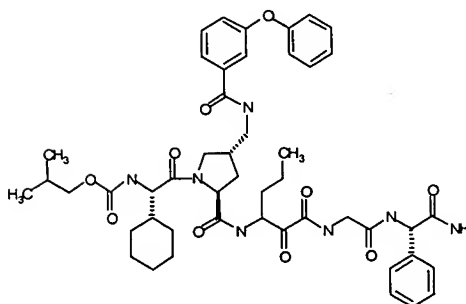
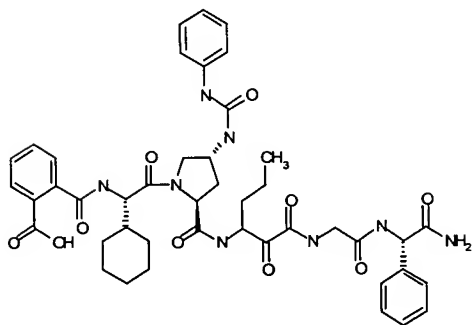
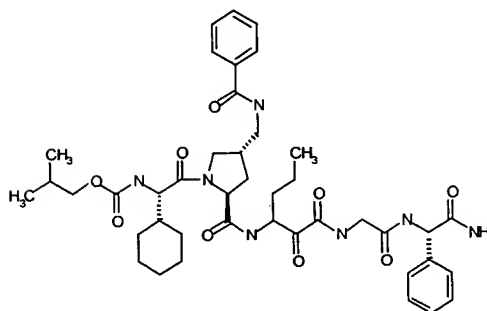
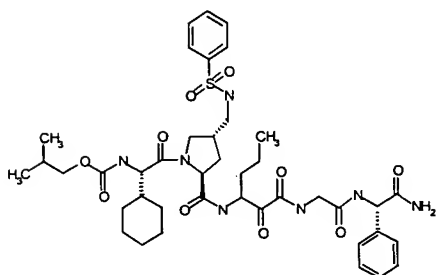
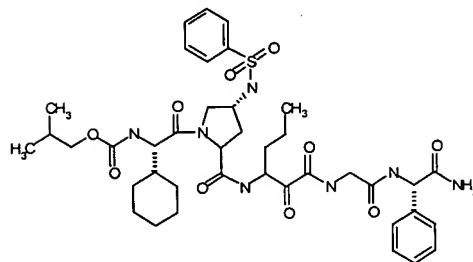
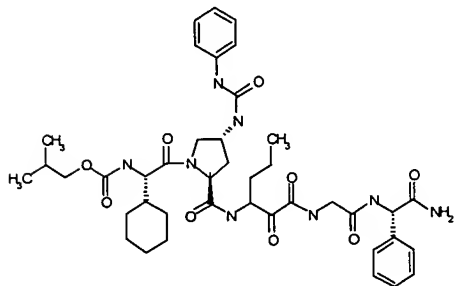
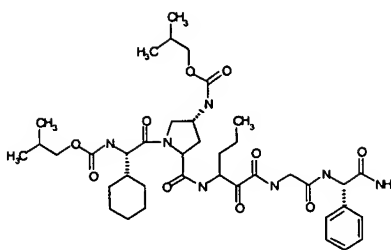


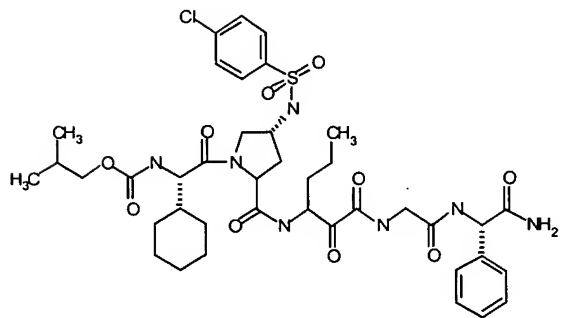
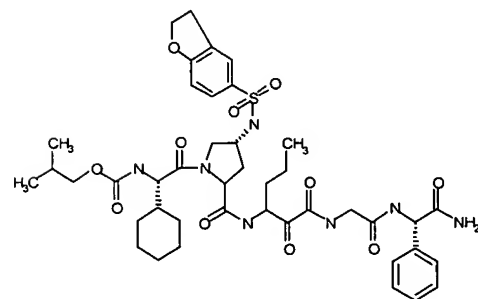
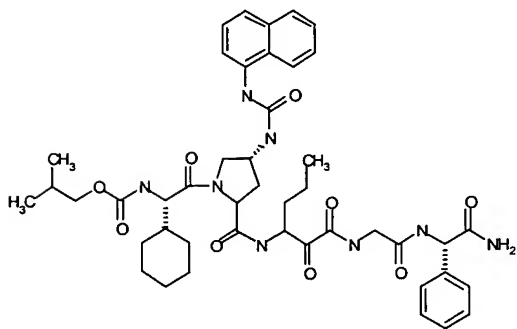
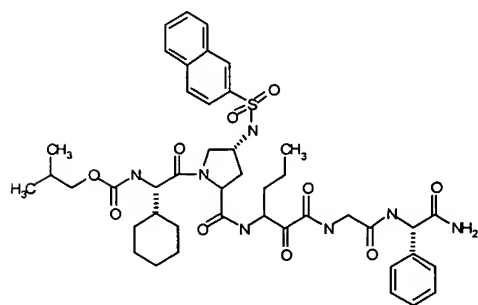
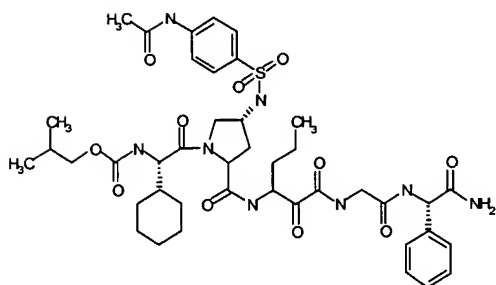
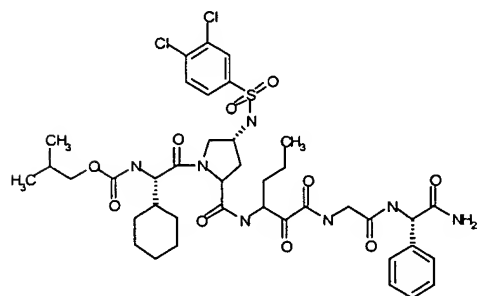
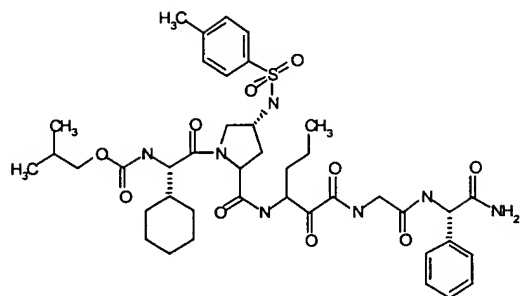
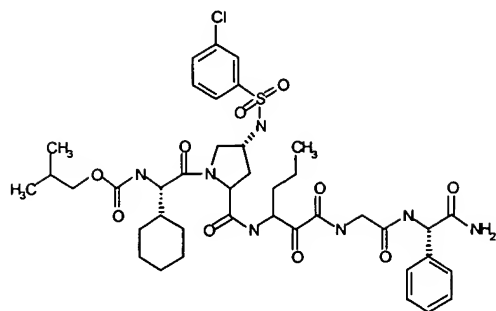


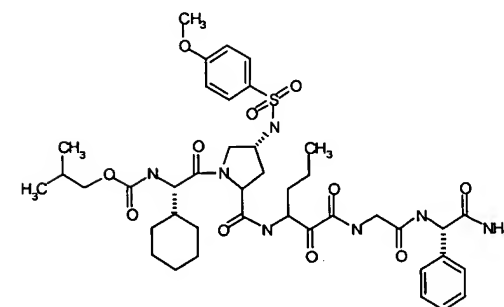
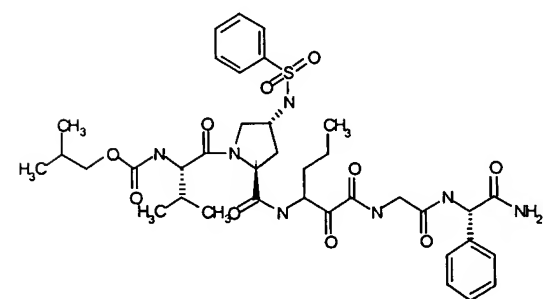
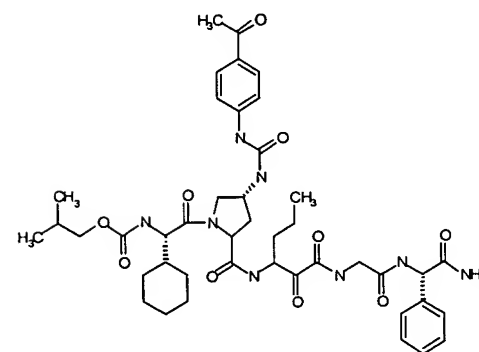
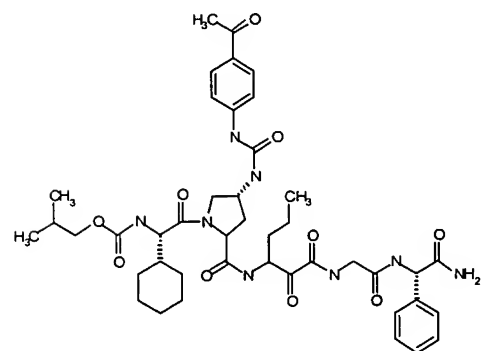
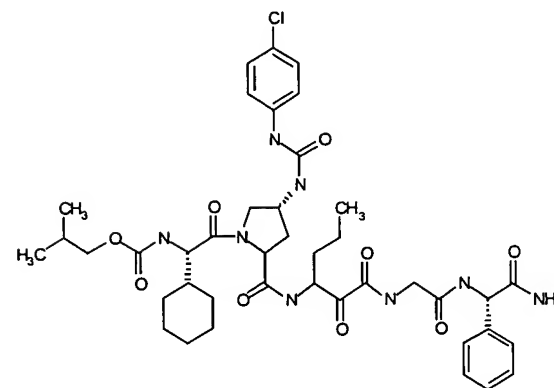
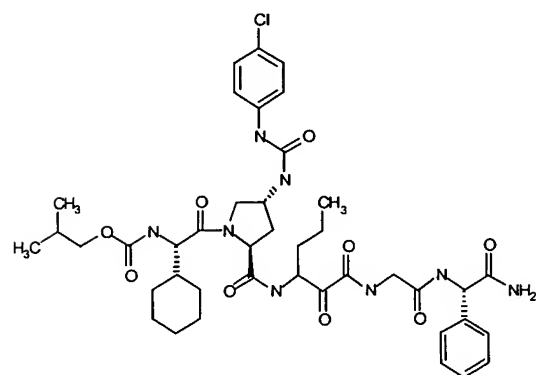
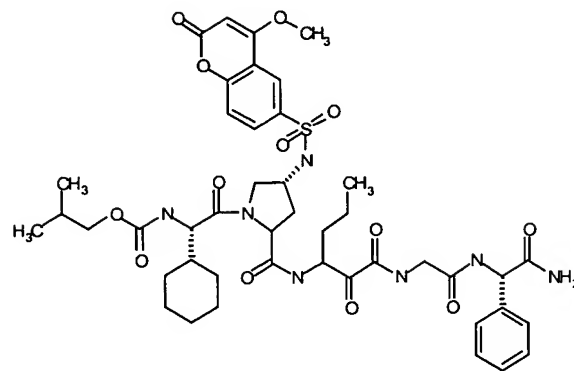
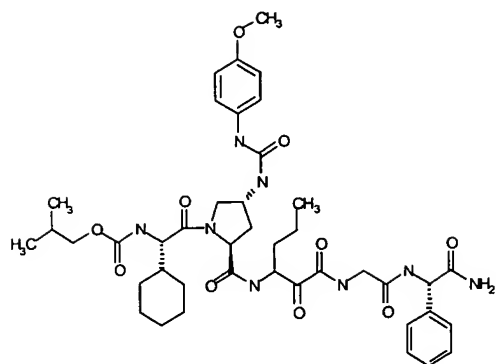


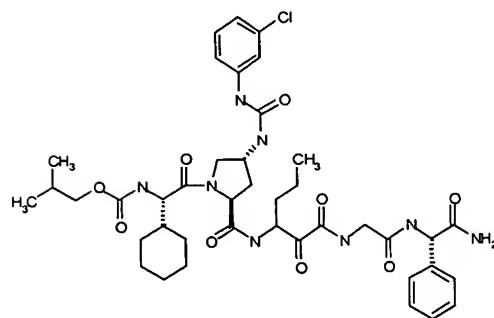
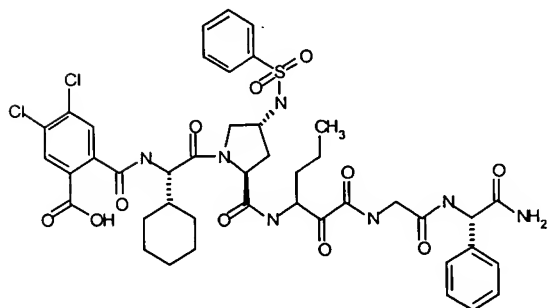
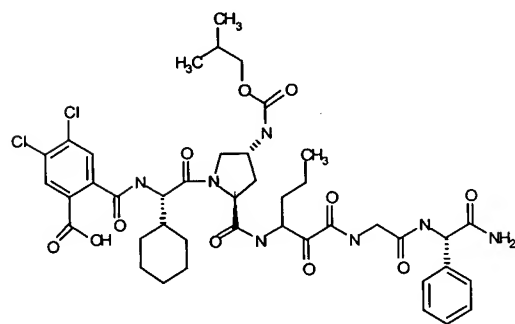
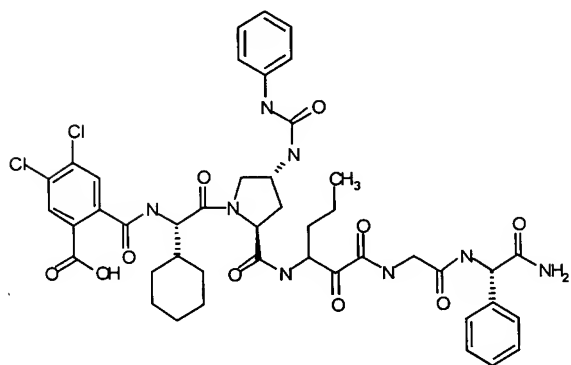
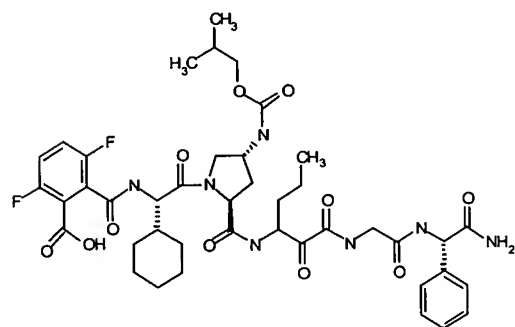
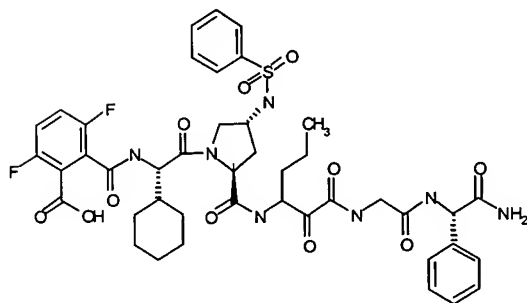
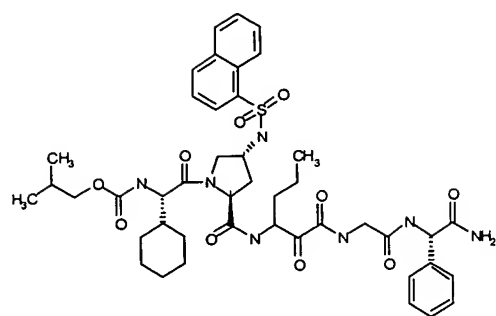
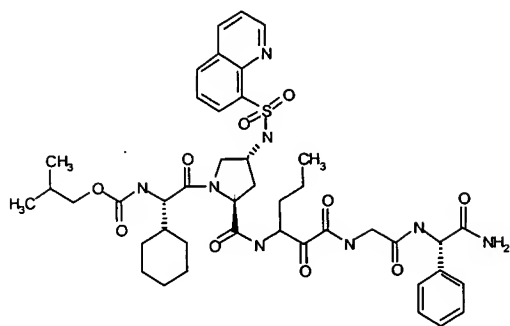


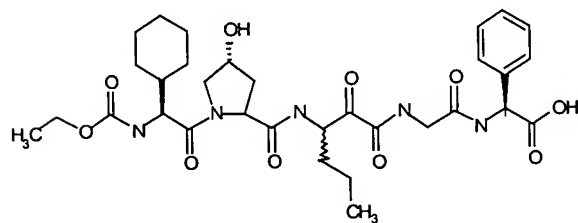
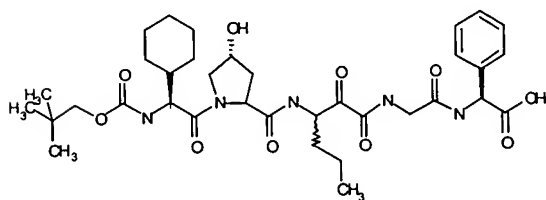
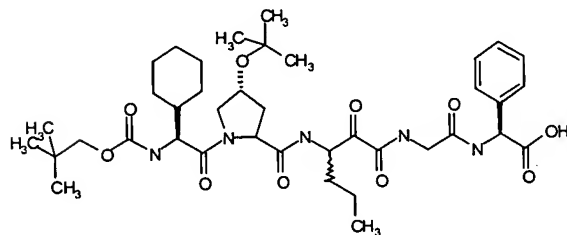
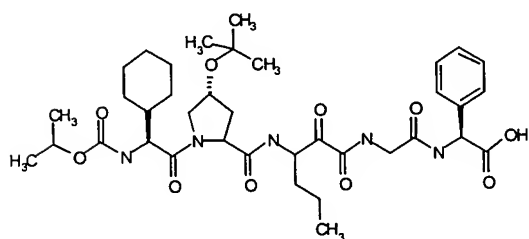
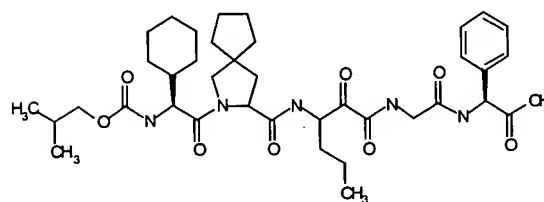
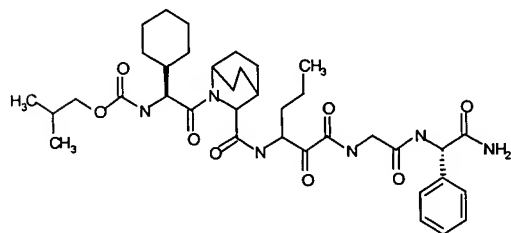
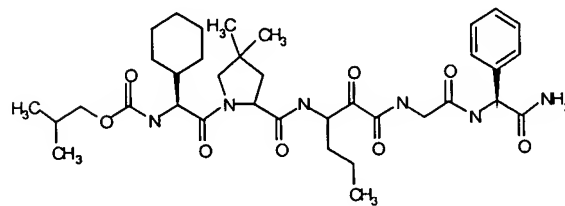
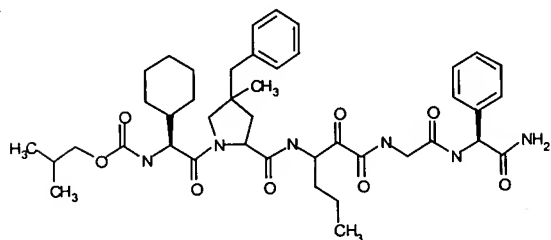
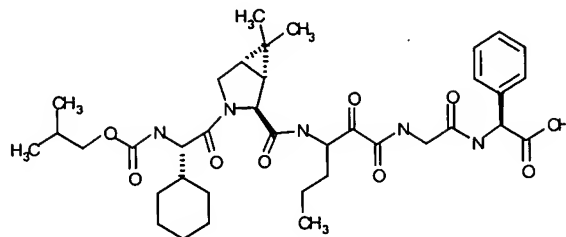
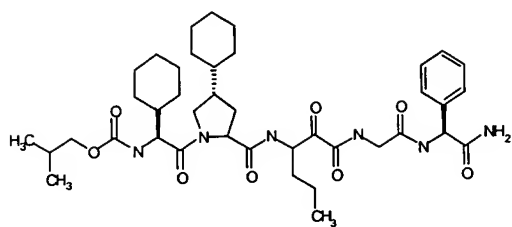


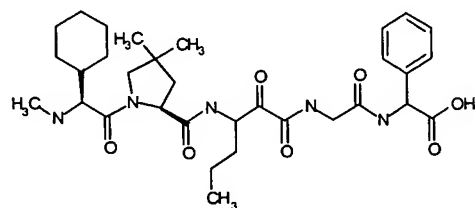
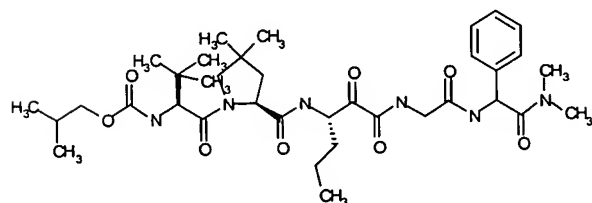
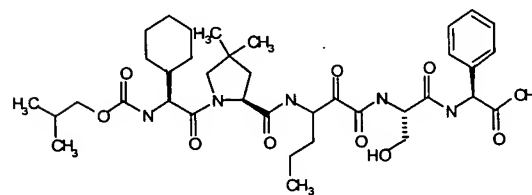
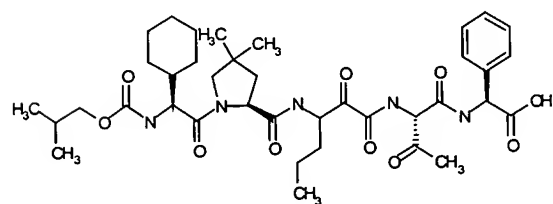
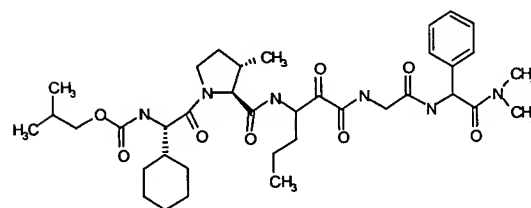
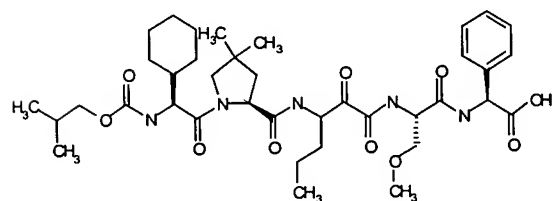
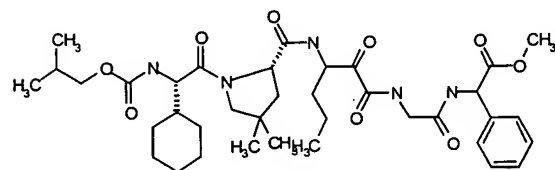
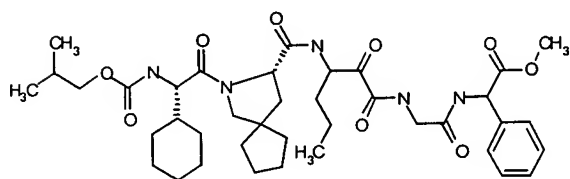
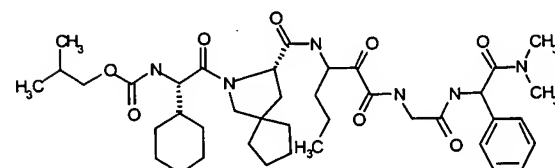
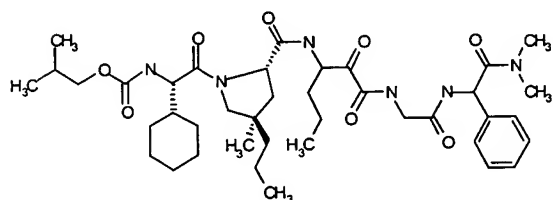
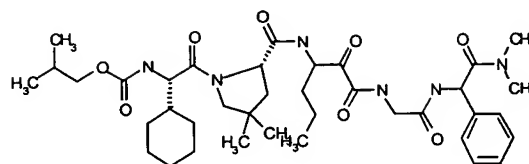
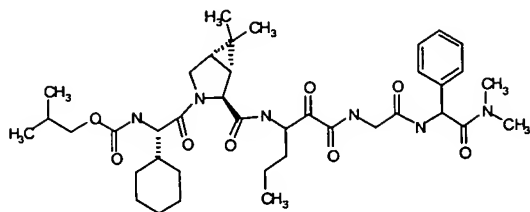


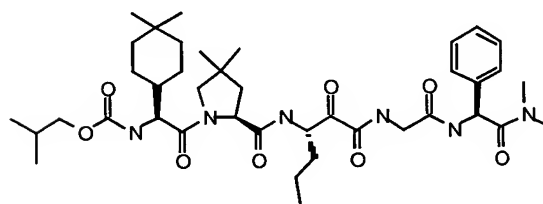
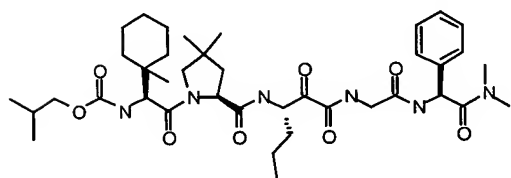
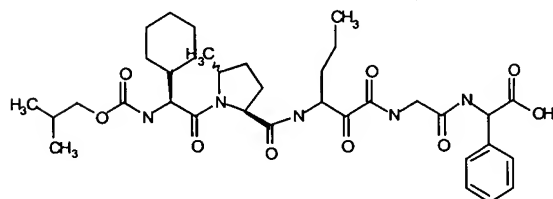
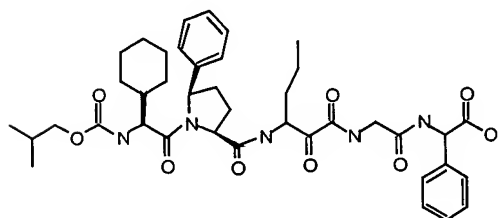
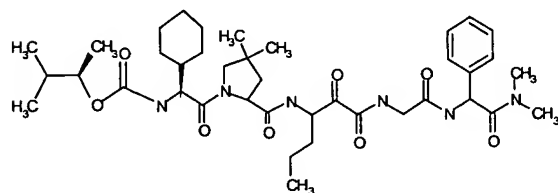
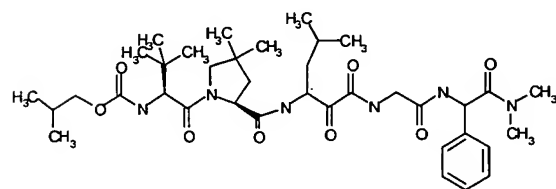
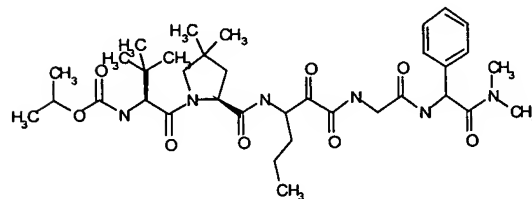
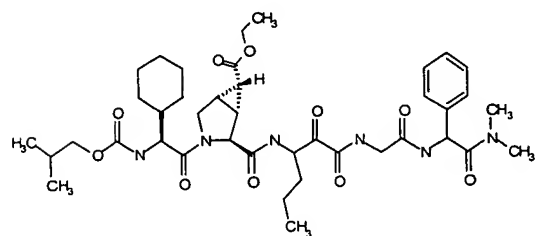
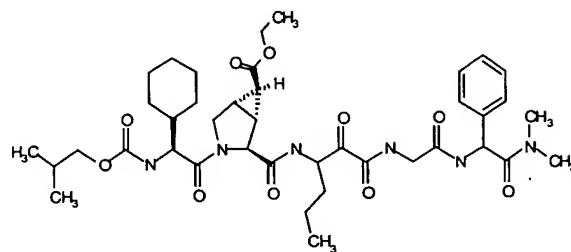
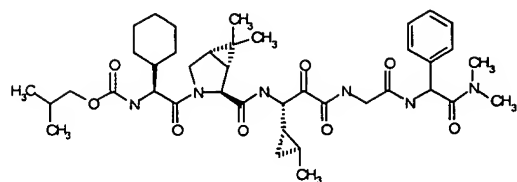


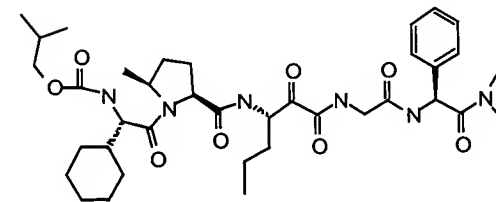
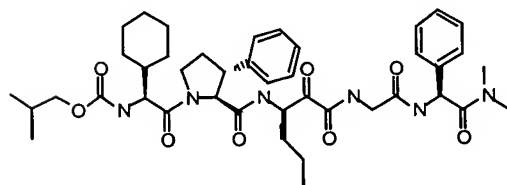
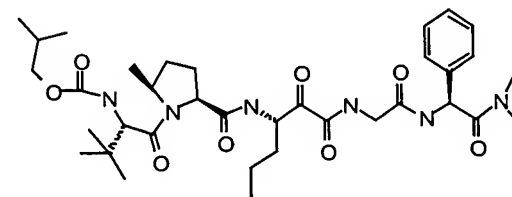
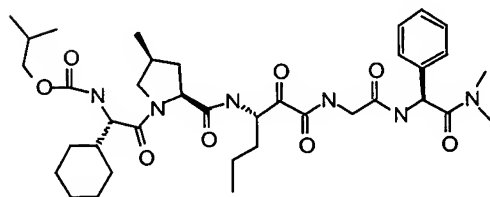
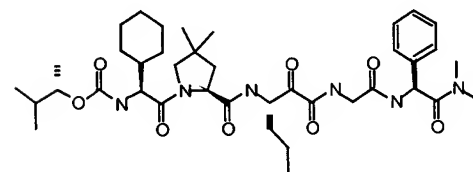
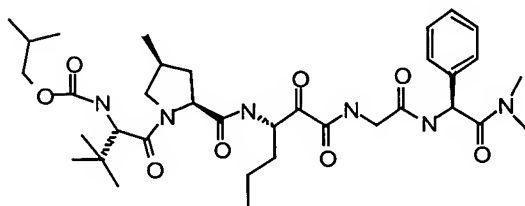
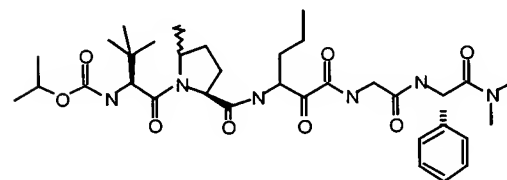
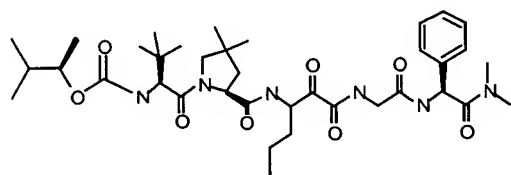
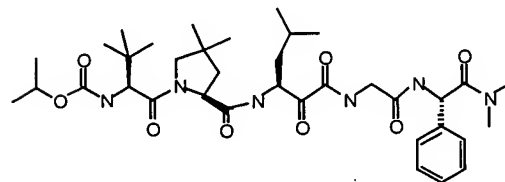
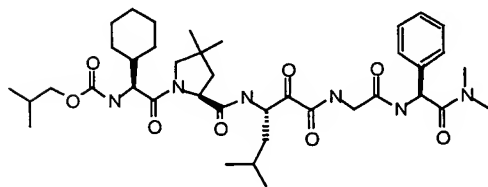
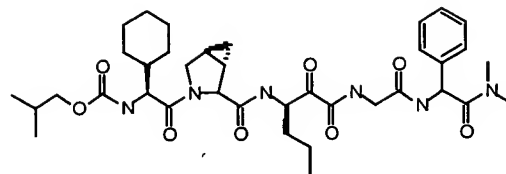
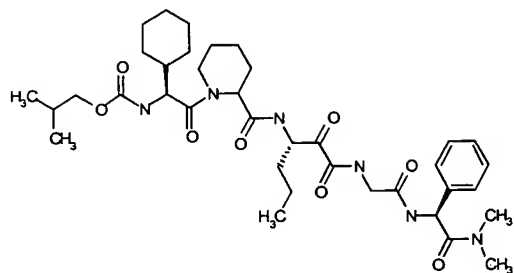


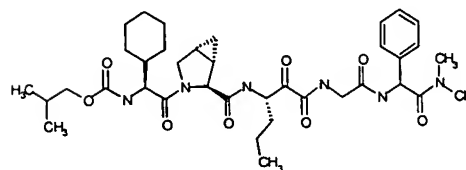
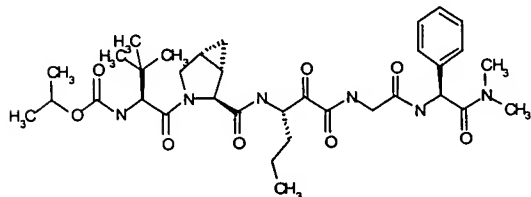
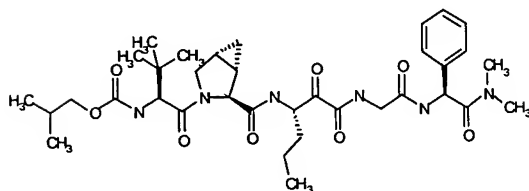
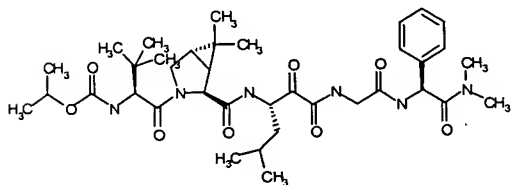
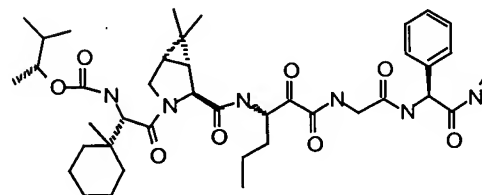
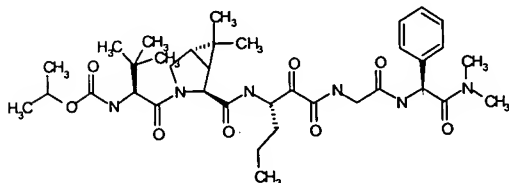
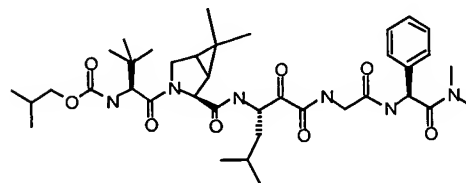
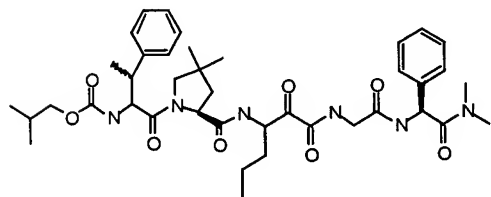
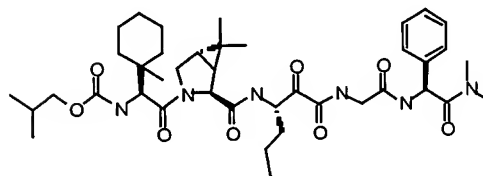
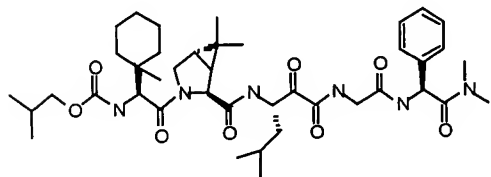
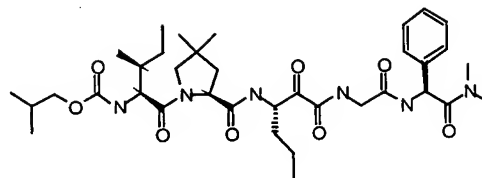
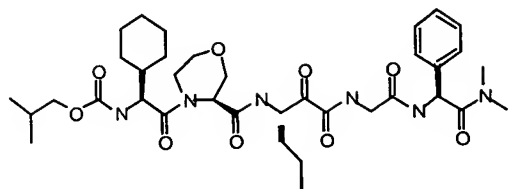


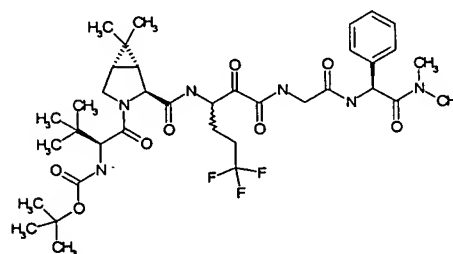
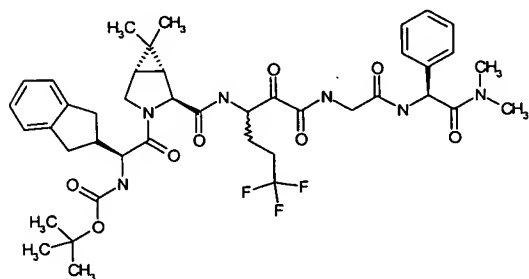
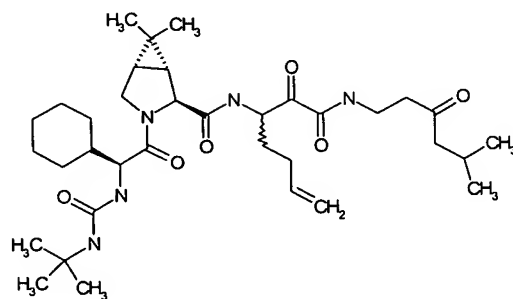
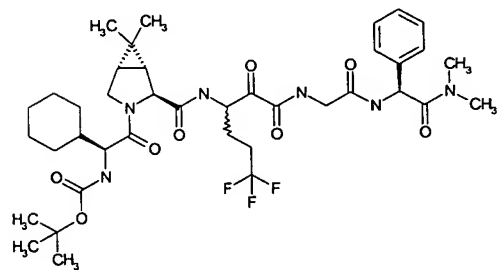
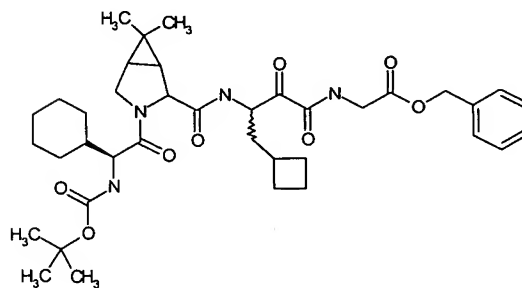
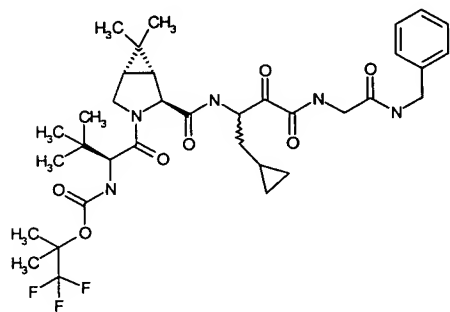
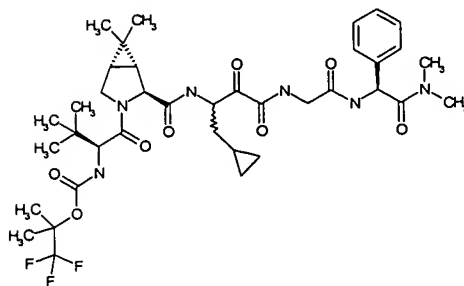
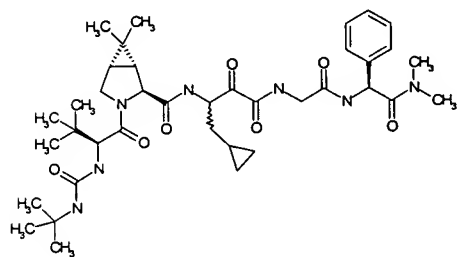
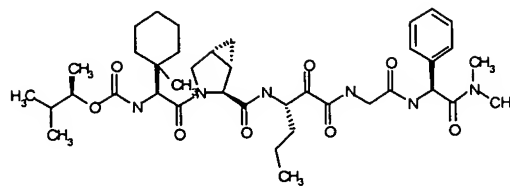
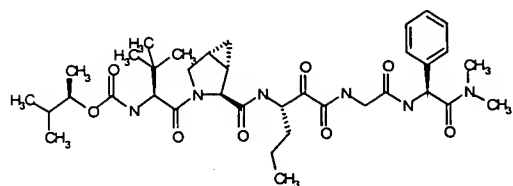


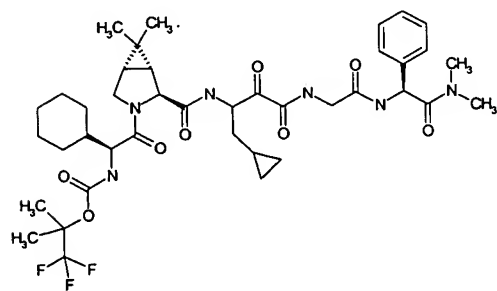
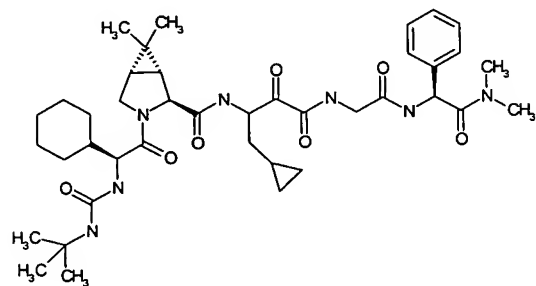
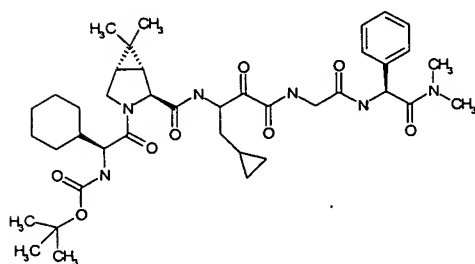
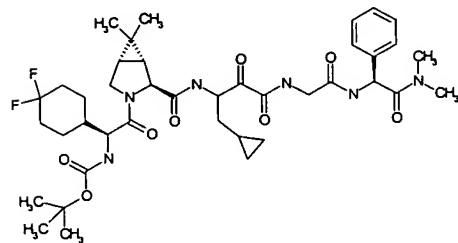
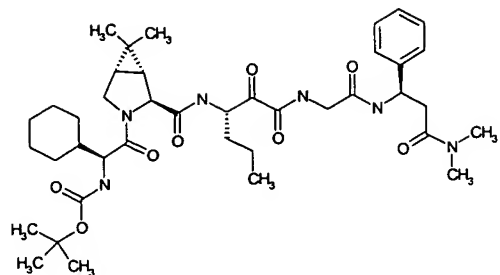


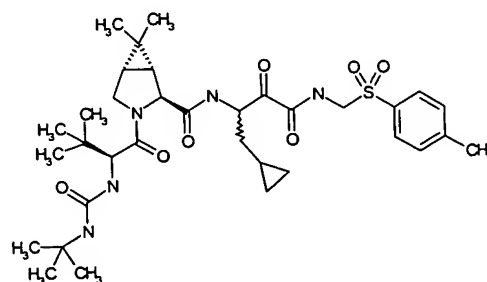
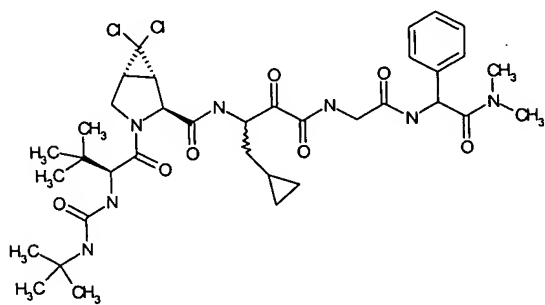
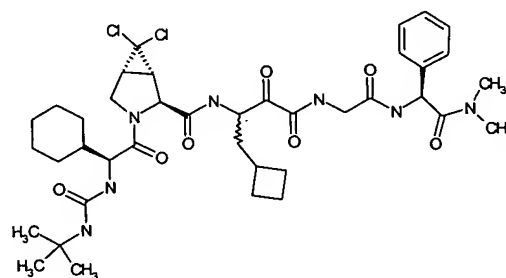
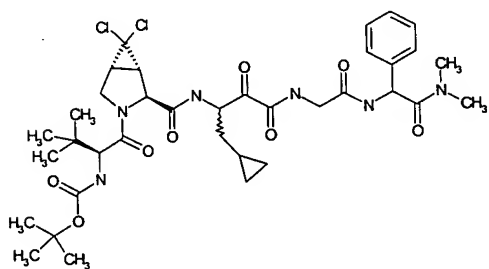
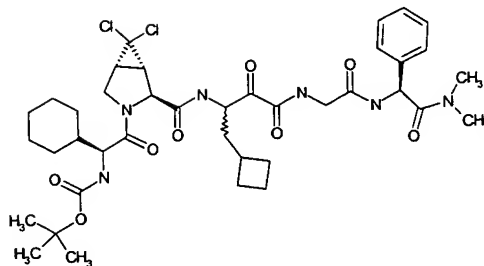
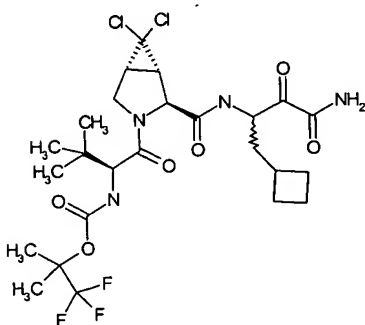
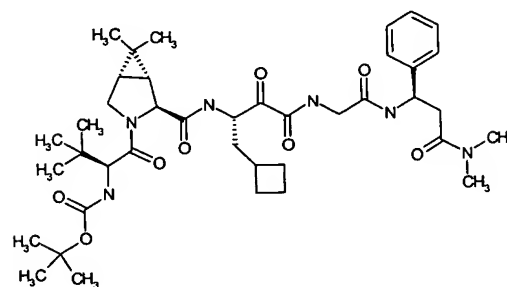
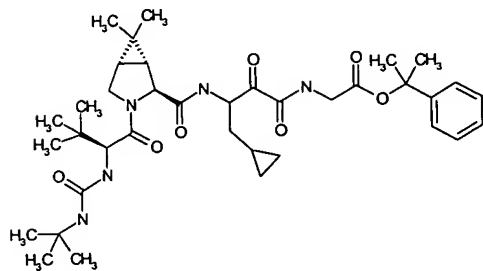
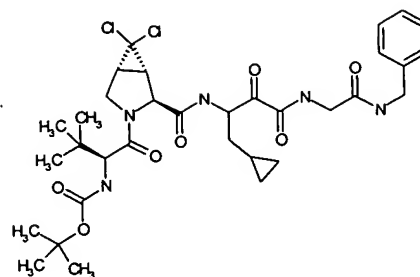
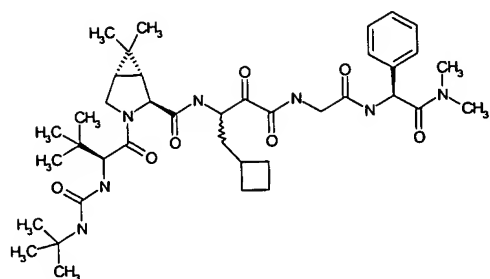


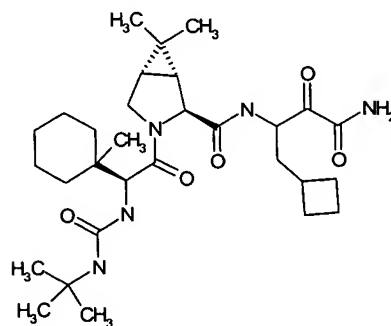
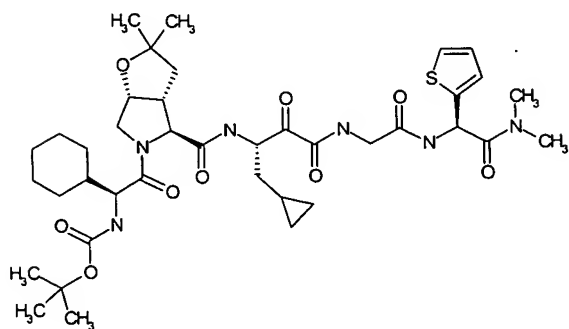
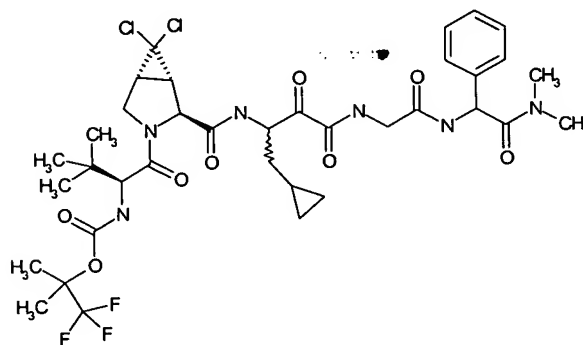
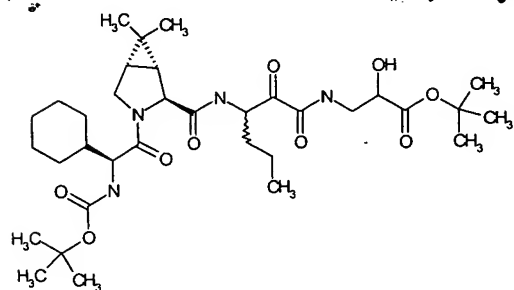
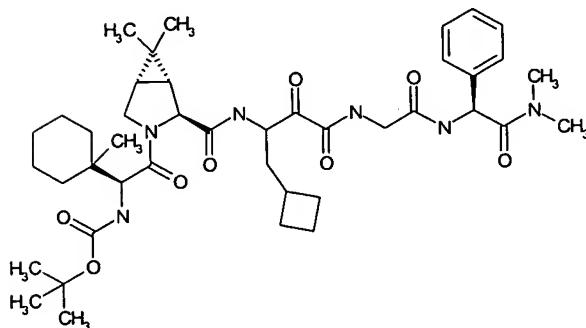
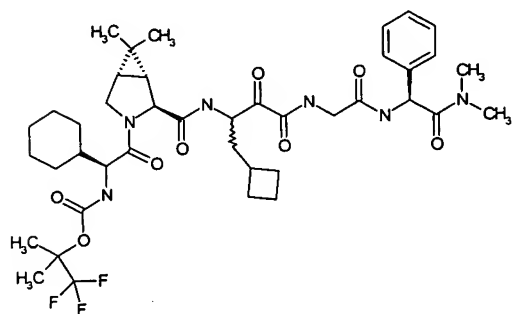
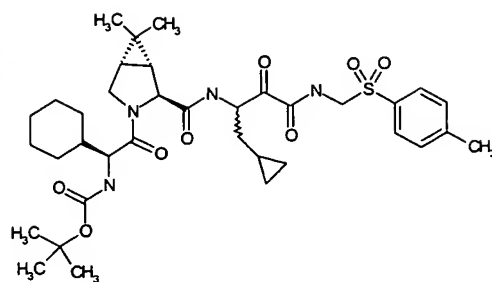
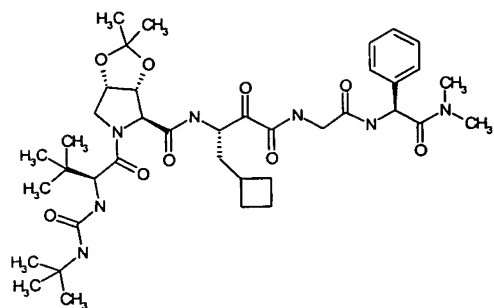


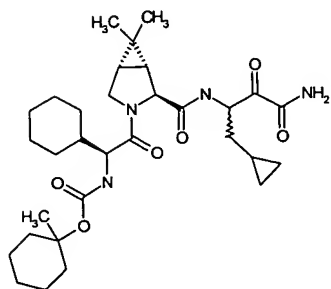
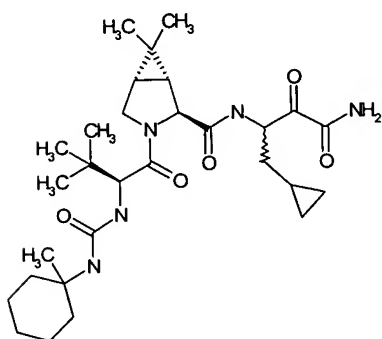
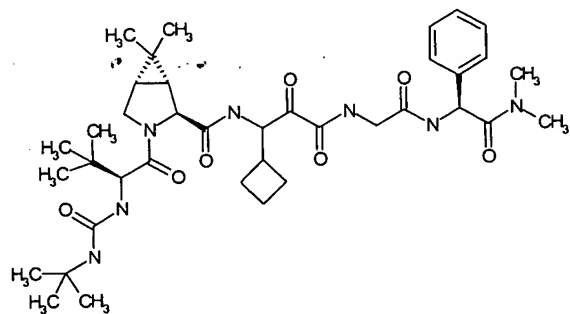
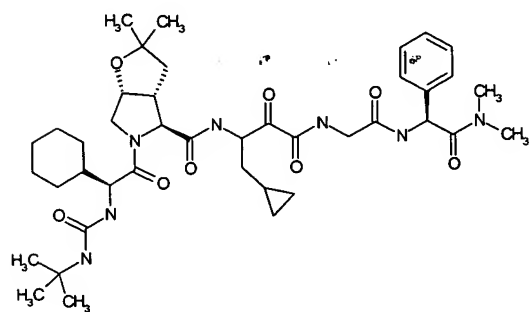
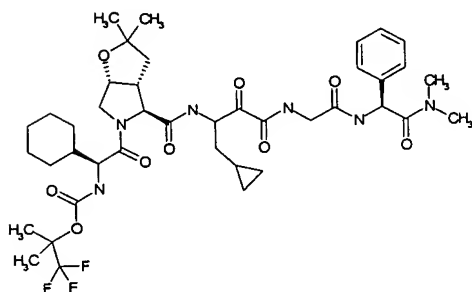
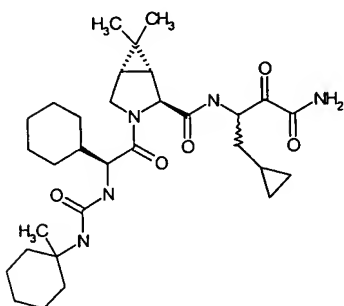
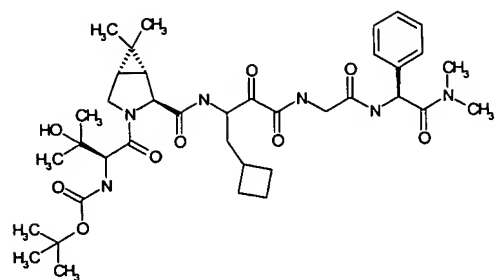


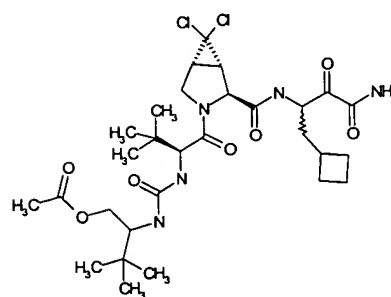
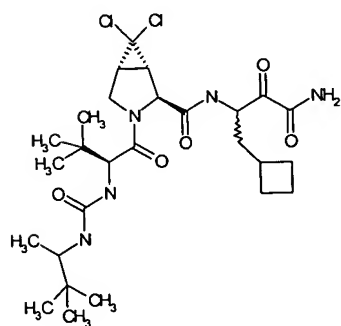
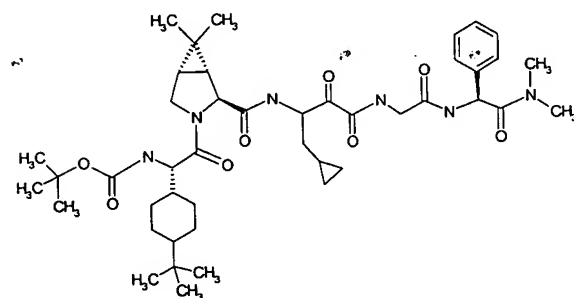
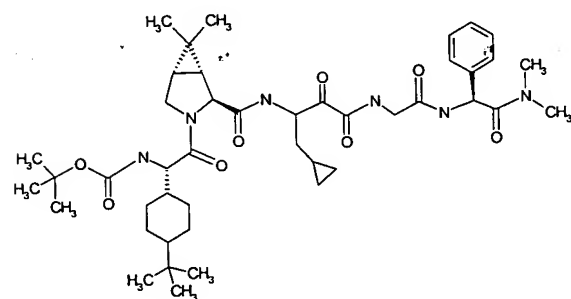
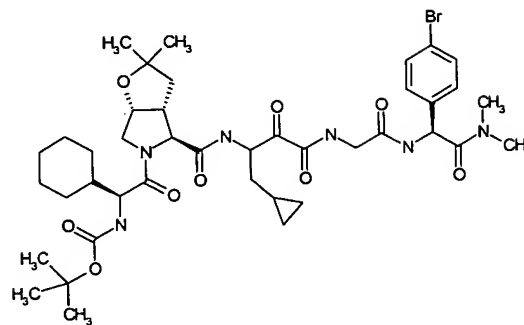
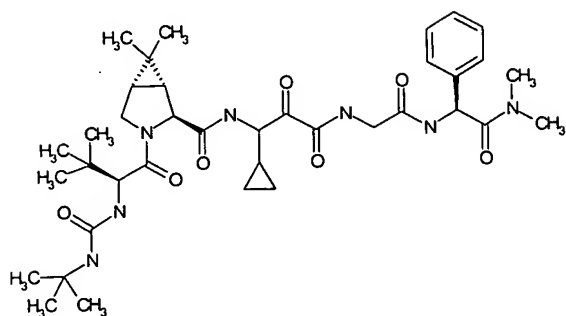
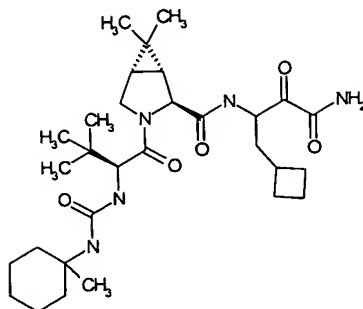
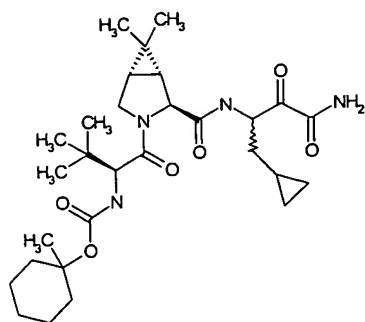


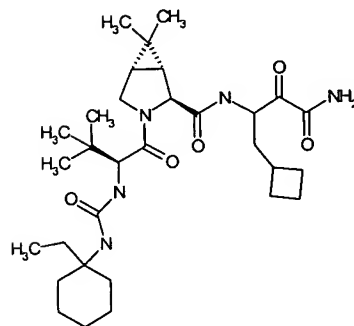
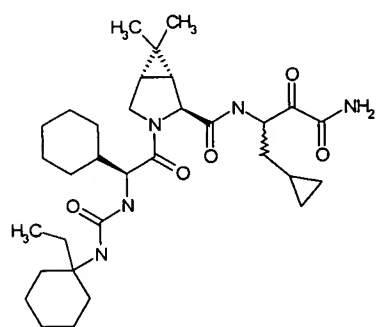
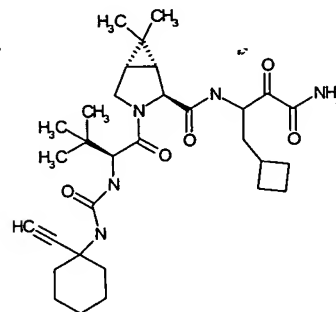
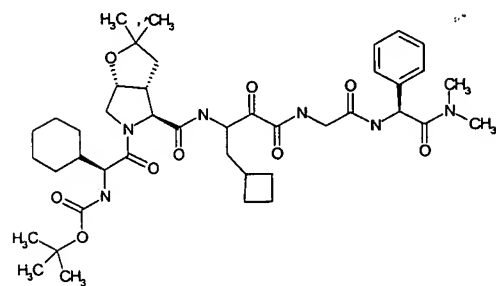
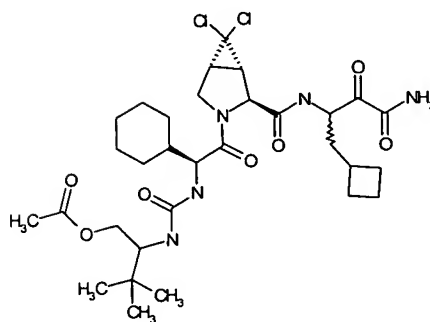
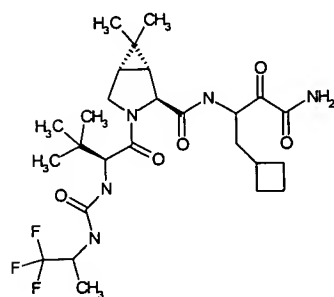
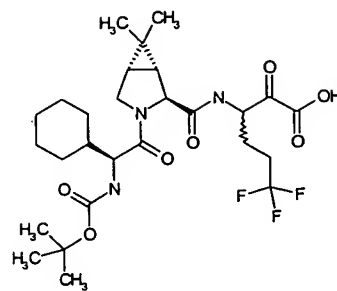
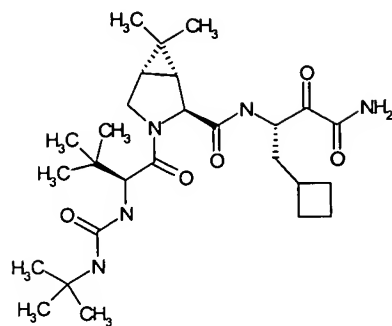


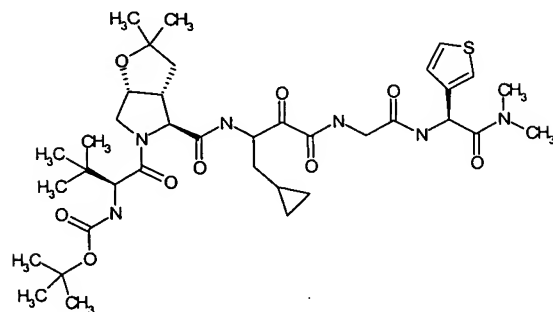
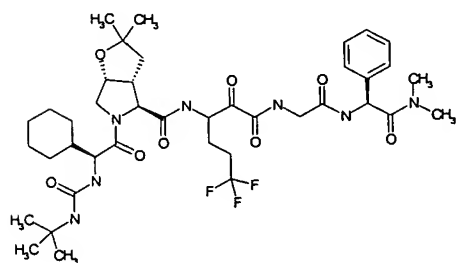
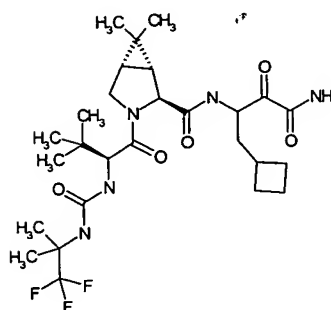
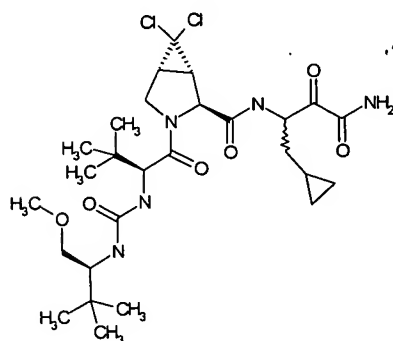
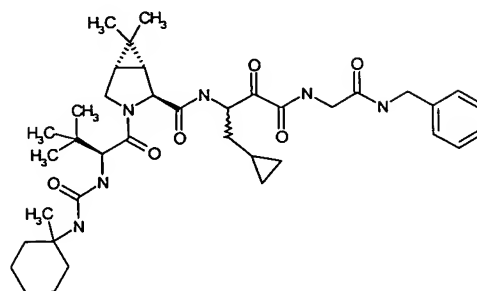
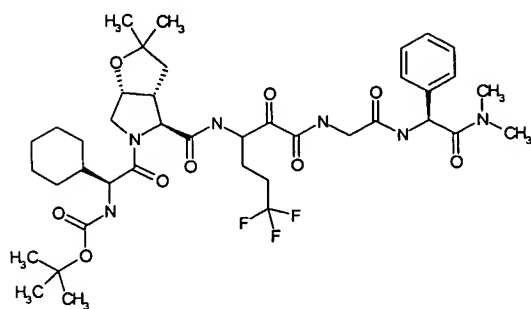
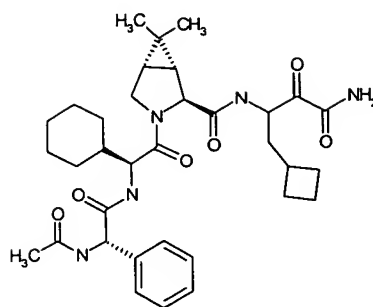
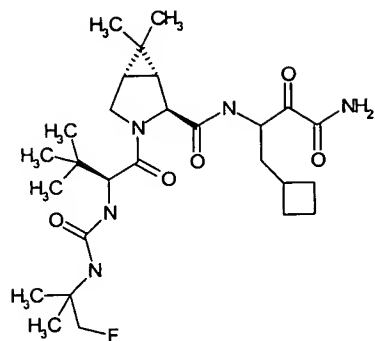


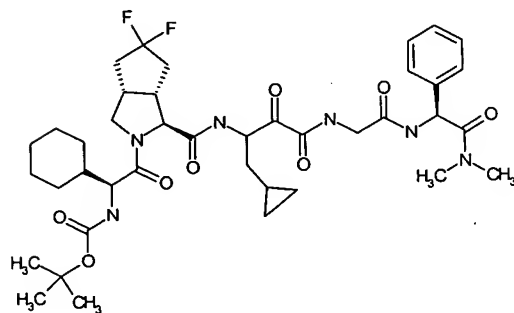
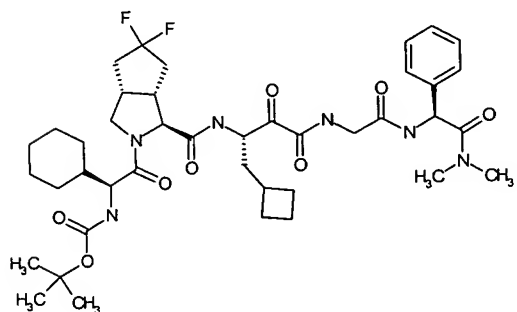
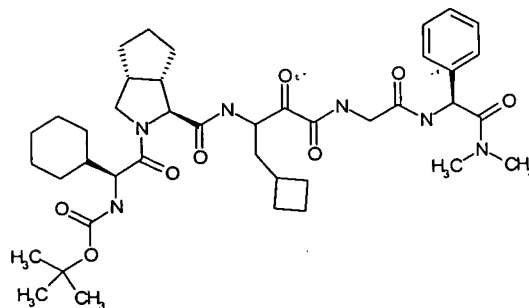
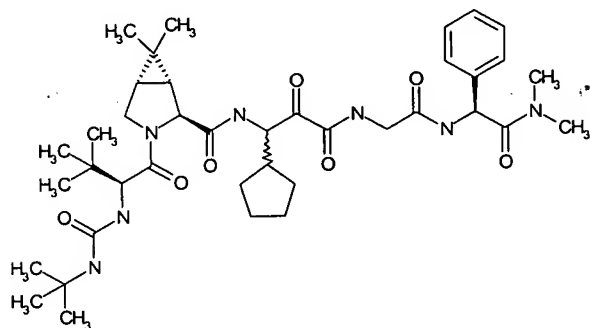
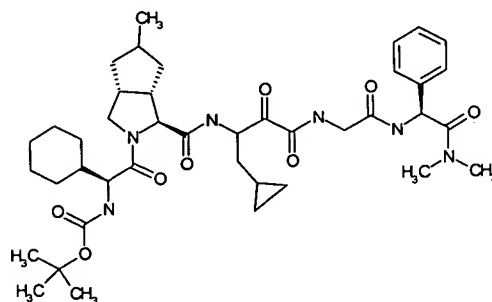
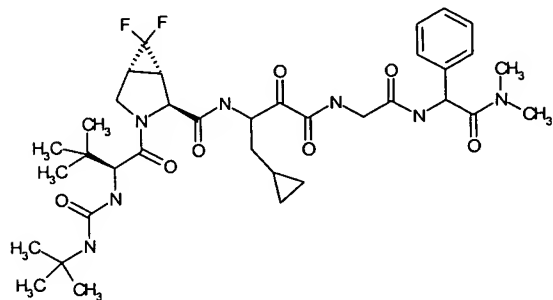
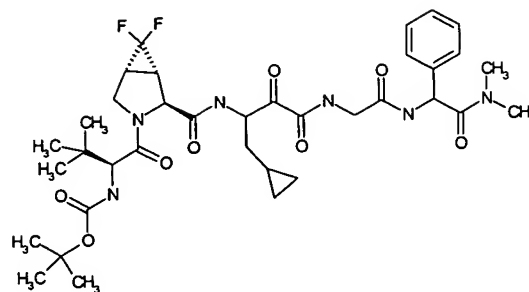


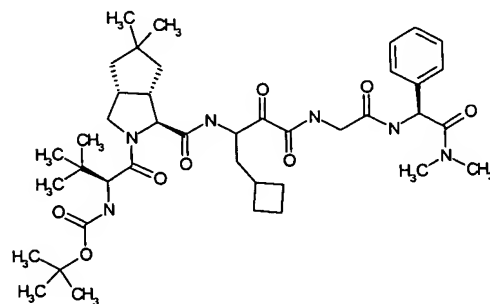
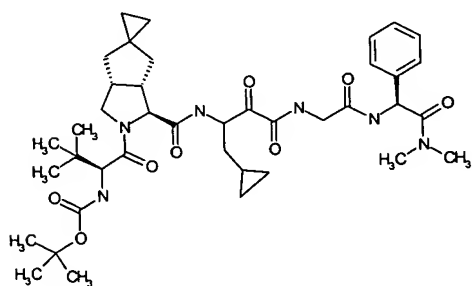
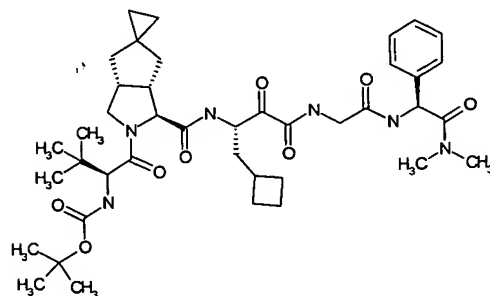
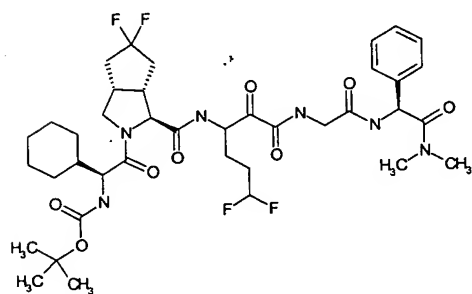
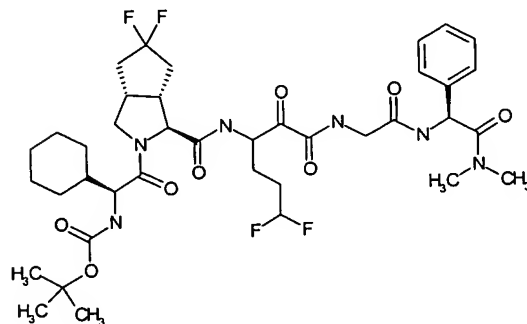
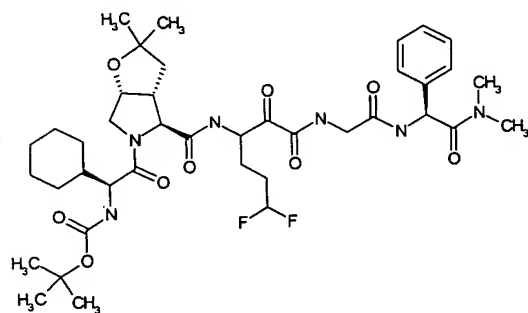
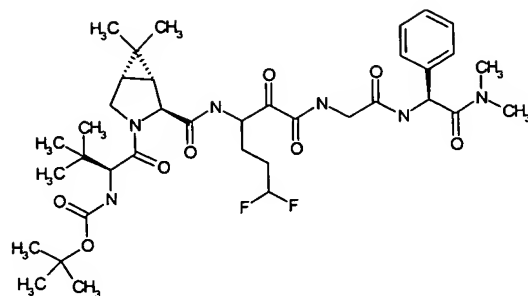
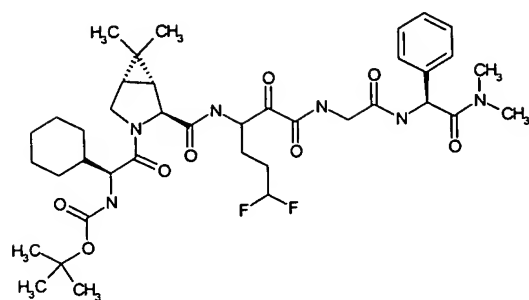


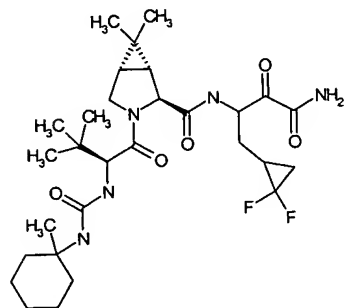
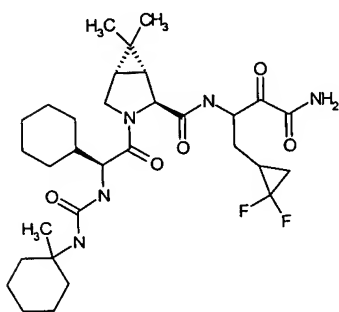
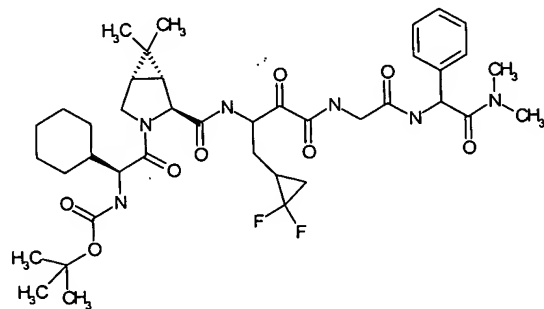
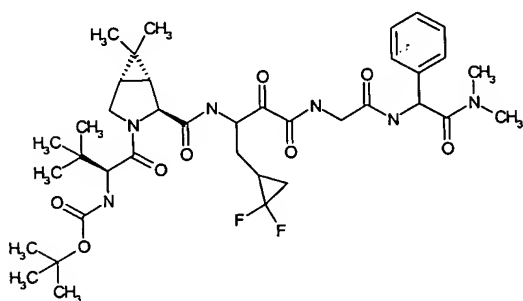
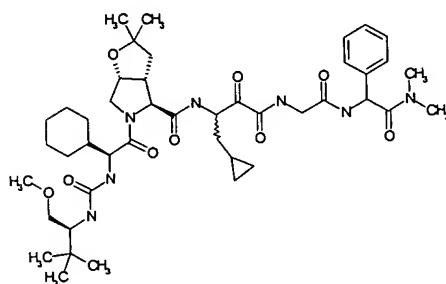
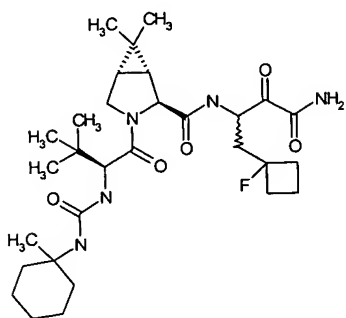
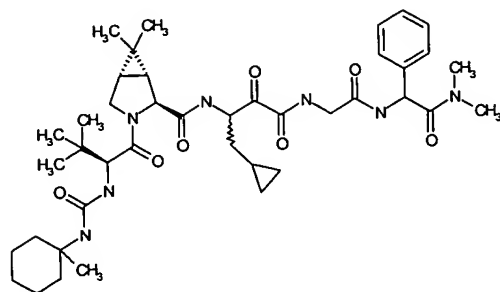
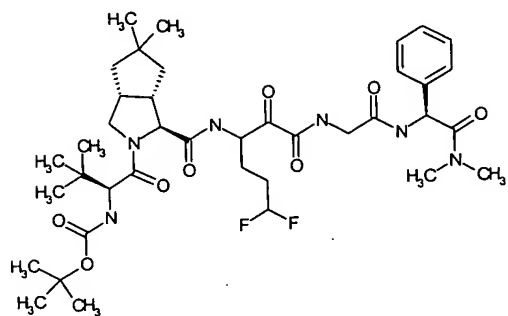


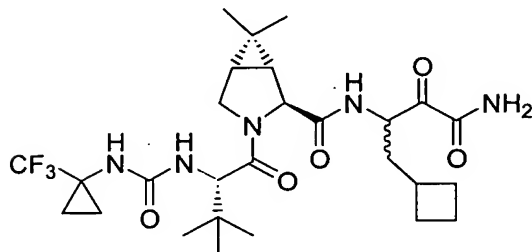
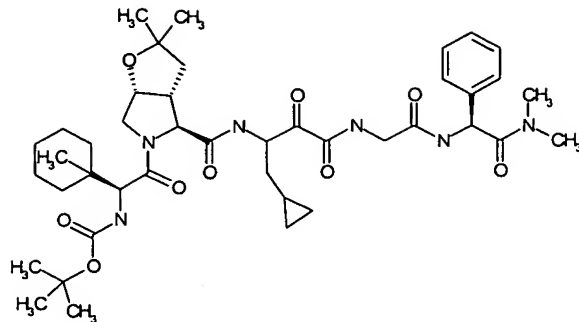
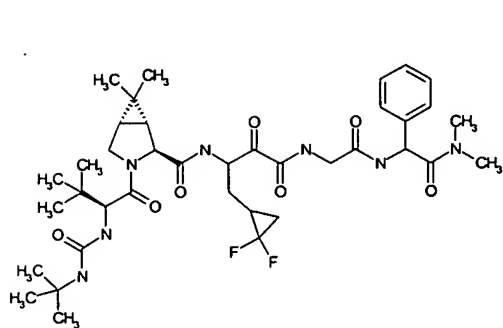












41. (currently amended) A pharmaceutical composition for treating disorders associated with the hepatitis C virus~~HCV~~, said composition comprising therapeutically effective amount of one or more compounds in claim ~~39~~40 and a pharmaceutically acceptable carrier.

42. (original) The pharmaceutical composition of claim 41, additionally containing an antiviral agent.

43. (currently amended) The pharmaceutical composition of claim 42, still additionally containing an interferon or PEG~~pegylated~~-interferon alpha conjugate.

44. (original) The pharmaceutical composition of claim 43, wherein said antiviral agent is ribavirin and said interferon is α -interferon.

45. (currently amended) A method of treatment of a hepatitis C virus (HCV) associated disorder, comprising administering an effective amount of one or more compounds of claim 40.

46. (original) A method of modulating the activity of hepatitis C virus (HCV) protease, comprising contacting HCV protease with one or more compounds of claim 39.

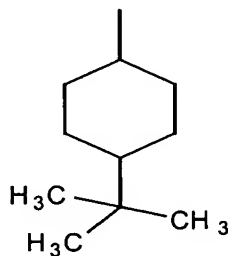
47. (original) A method of treating, preventing, or ameliorating one or more symptoms of hepatitis C, comprising administering an effective amount of one or more compounds of claim 40.

48. (original) The method of claim 46, wherein the HCV protease is the NS3/NS4a protease.

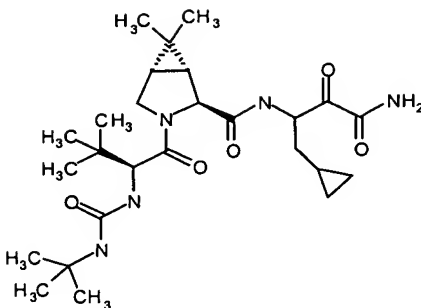
49. (original) The method of claim 48, wherein the compound or compounds inhibit HCV NS3/NS4a protease.

50. (original) A method of modulating the processing of hepatitis C virus (HCV) polypeptide, comprising contacting a composition containing the HCV polypeptide under conditions in which the polypeptide is processed with one or more compounds of claim 40.

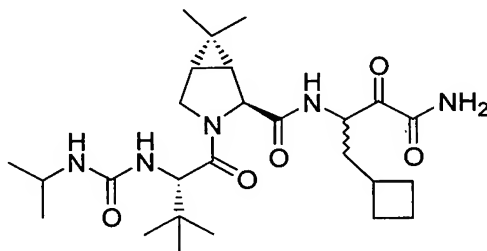
51. (original) The compound of claim 8, wherein R³ is:



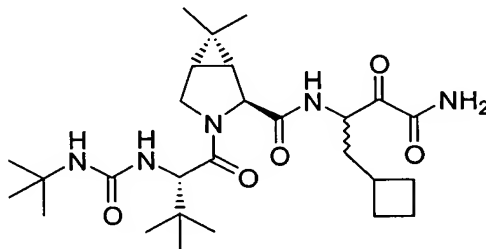
52. (currently amended) A compound exhibiting hepatitis C virus~~HCV~~ protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:



53. (currently amended) A compound exhibiting hepatitis C virus^{HCV} protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:

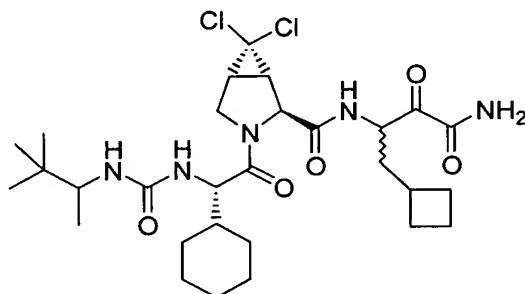


54. (currently amended) A compound exhibiting hepatitis C virus^{HCV} protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:

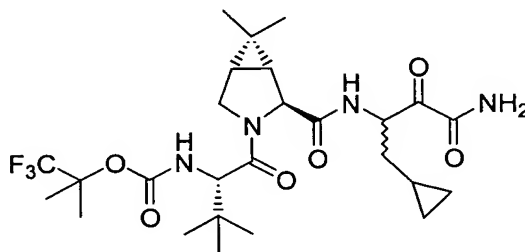


55. (currently amended) A compound exhibiting hepatitis C virus^{HCV} protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of

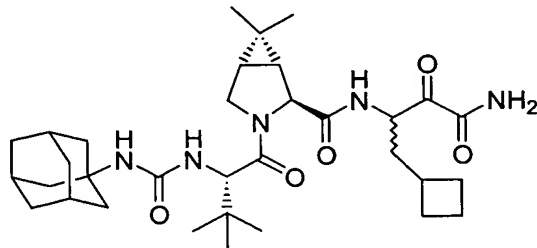
said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:



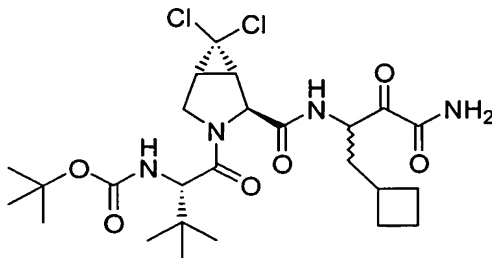
56. (currently amended) A compound exhibiting hepatitis C virus^{HCV} protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:



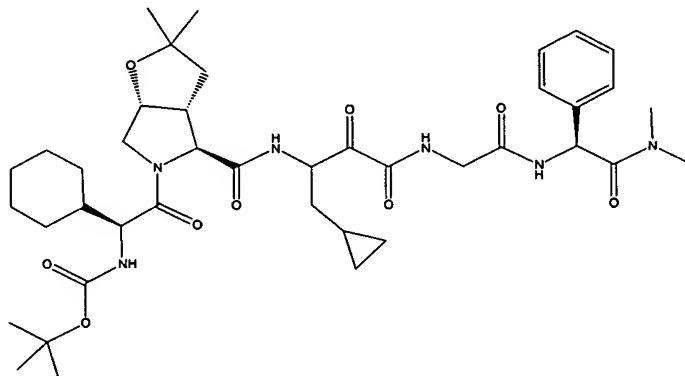
57. (currently amended) A compound exhibiting hepatitis C virus^{HCV} protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:



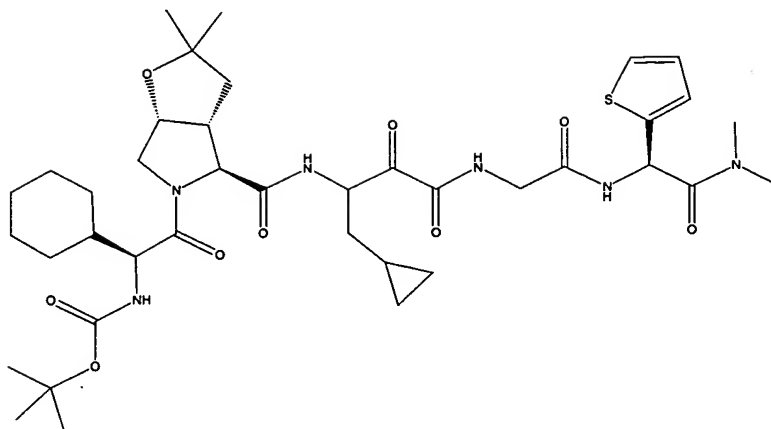
58. (currently amended) A compound exhibiting hepatitis C virus^{HCV} protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:



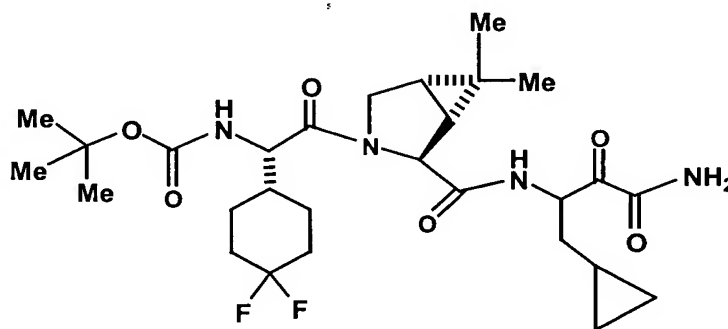
59. (currently amended) A compound exhibiting hepatitis C virus^{HCV} protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:



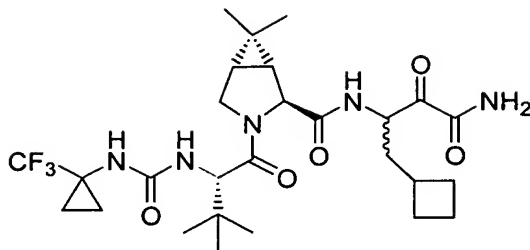
60. (currently amended) A compound exhibiting hepatitis C virus^{HCV} protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:



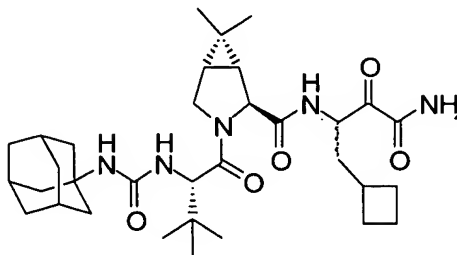
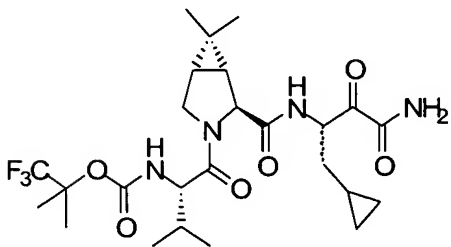
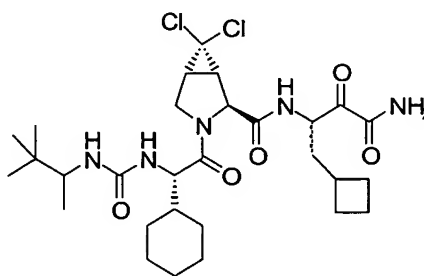
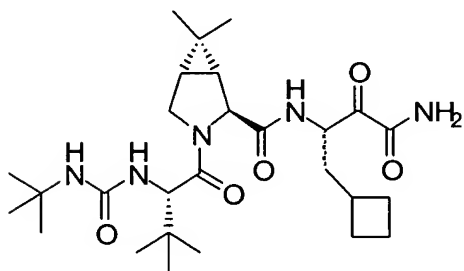
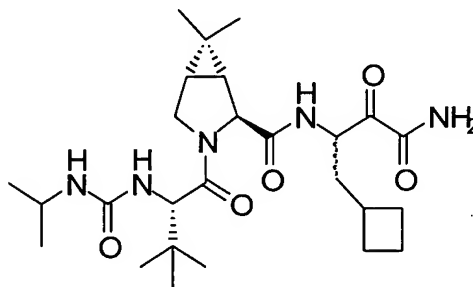
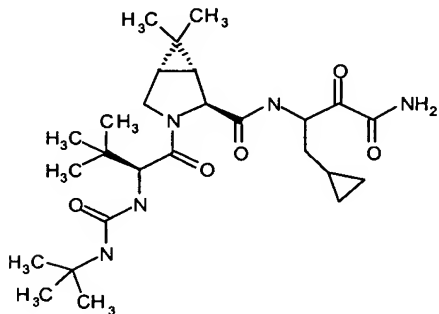
61. (currently amended) A compound exhibiting hepatitis C virus HCV protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:

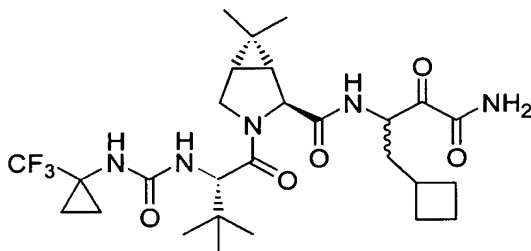
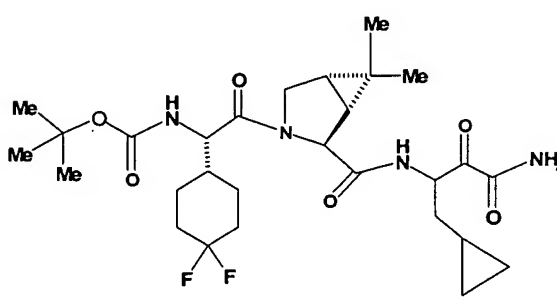
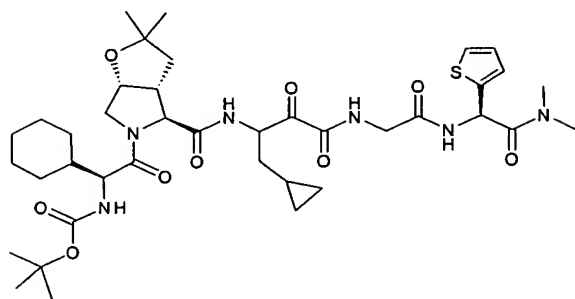
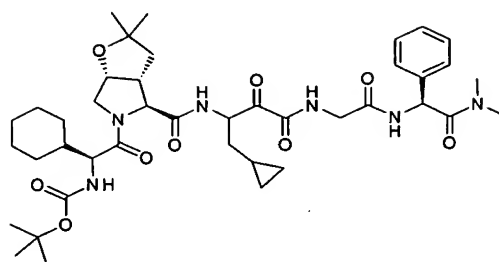
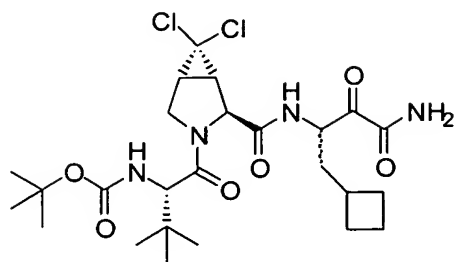


62. (currently amended) A compound exhibiting HCV-hepatitis C virus protease inhibitory activity, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being the compound of structure shown below:



63. (original) A pharmaceutical composition comprising as an active ingredient a compound, including enantiomers, stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being selected from the following:





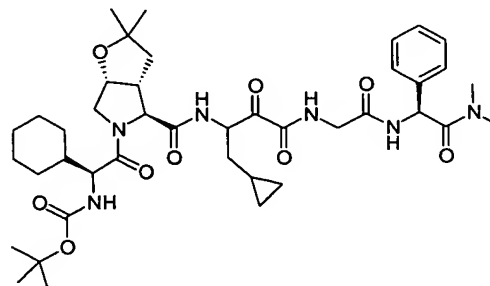
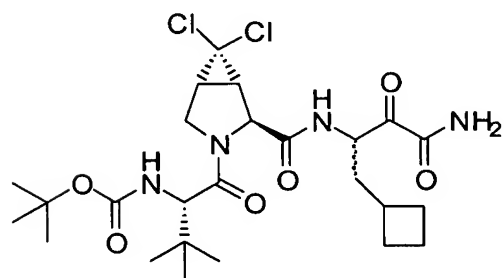
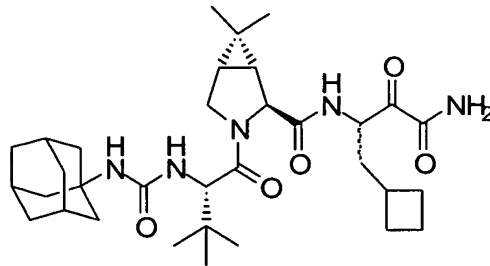
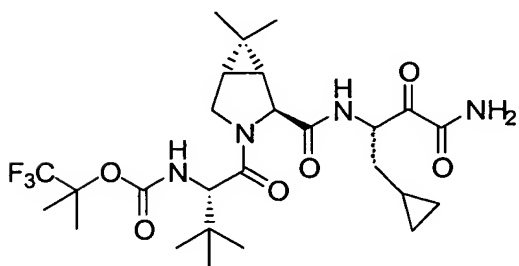
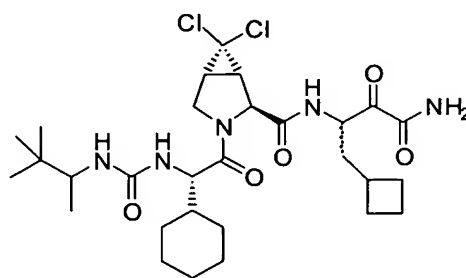
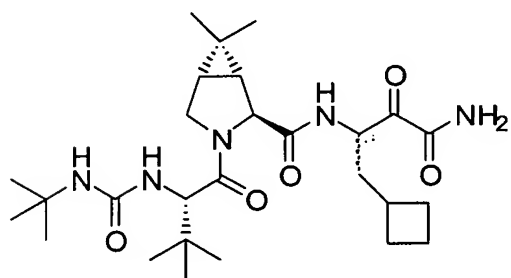
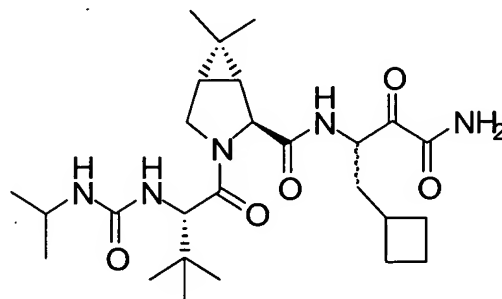
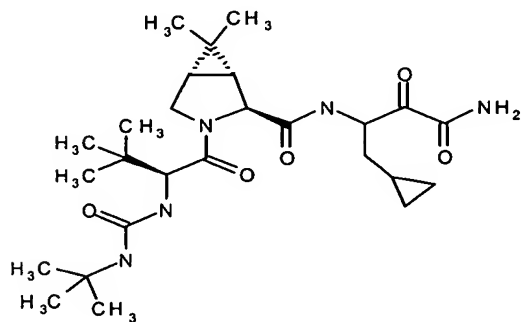
6364. (currently amended) The pharmaceutical composition of claim 62, additionally containing an antiviral agent.

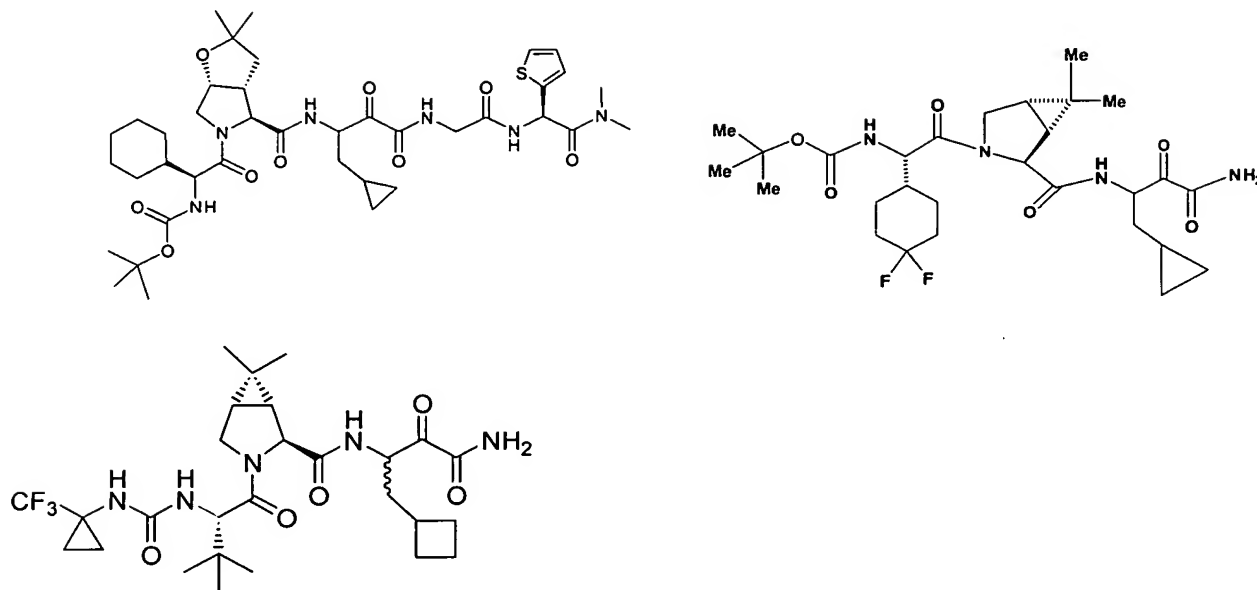
6465. (currently amended) The pharmaceutical composition of claim 63, ~~still additionally~~further containing an interferon or PEGpegylated-interferon alpha conjugate.

6566. (currently amended) The pharmaceutical composition of claim 64, wherein said antiviral agent is ribavirin and said interferon is α -interferon.

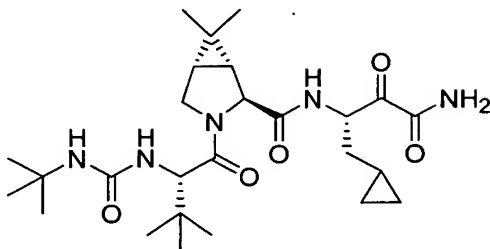
6667. (currently amended) A method of treating disorders associated with the hepatitis C virus~~HCV~~, said method comprising administering to a patient in need of such treatment, a pharmaceutical composition which comprises therapeutically effective amounts of a compound, including enantiomers,

stereoisomers, rotamers, tautomers, racemates and prodrug of said compound, and pharmaceutically acceptable salts or solvates of said compound, or of said prodrug, said compound being selected from the following:

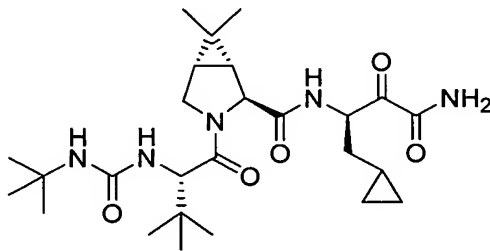




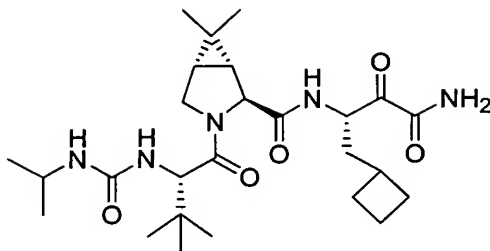
68. (new) A compound of claim 52 having the formula shown below:



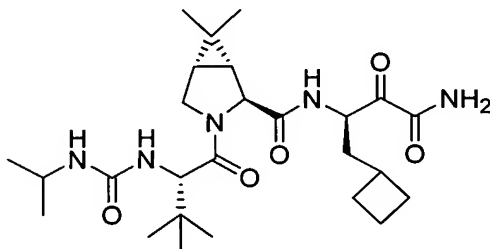
69. (new) A compound of claim 52 having the formula shown below:



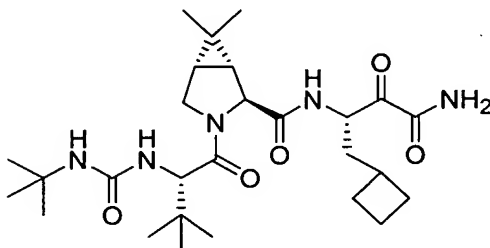
70. (new) A compound of claim 53 having the formula shown below:



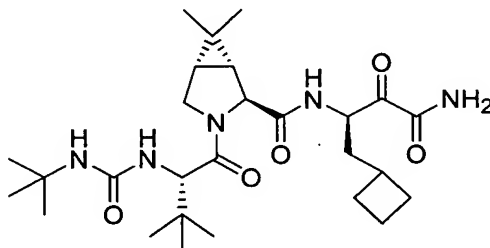
71. (new) A compound of claim 53 having the formula shown below:



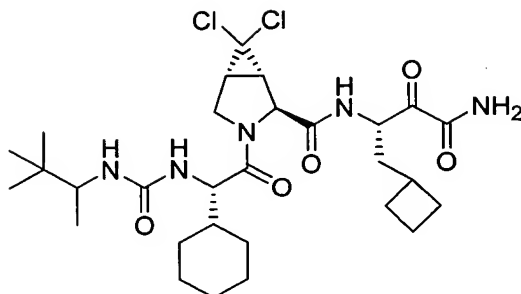
72. (new) A compound of claim 54 having the formula shown below:



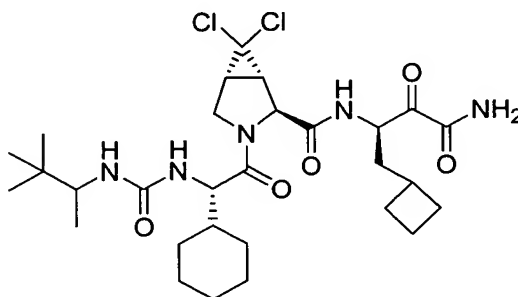
73. (new) A compound of claim 54 having the formula shown below:



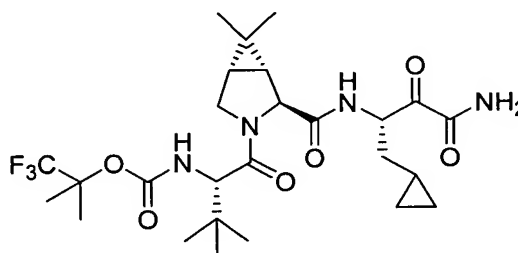
74. (new) A compound of claim 55 having the formula shown below:



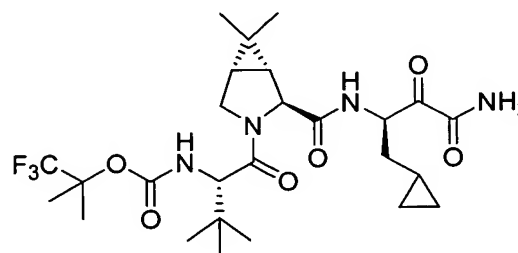
75. (new) A compound of claim 55 having the formula shown below:



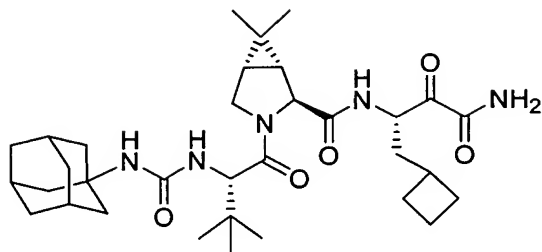
76. (new) A compound of claim 56 having the formula shown below:



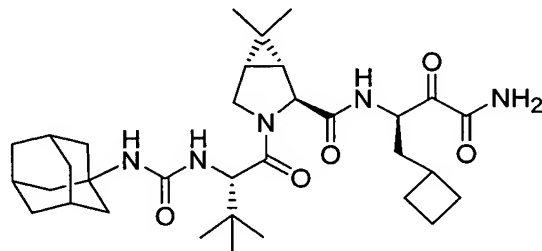
77. (new) A compound of claim 56 having the formula shown below:



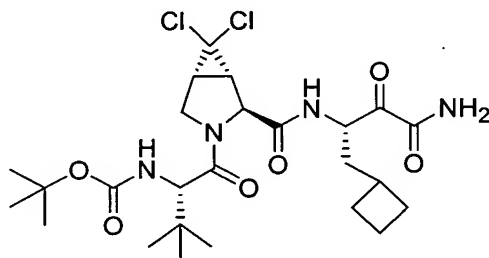
78. (new) A compound of claim 57 having the formula shown below:



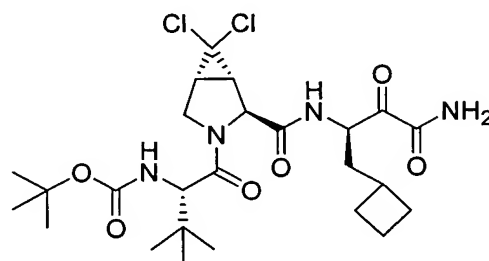
79. (new) A compound of claim 57 having the formula shown below:



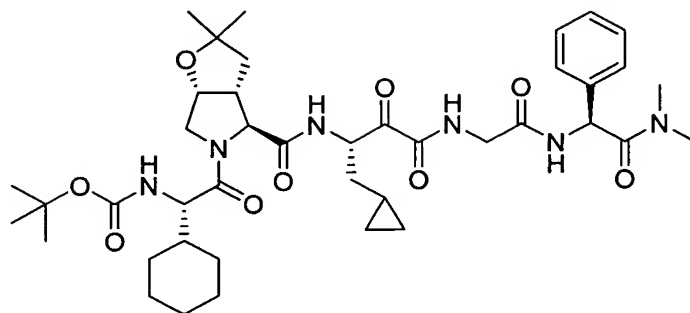
80. (new) A compound of claim 58 having the formula shown below:



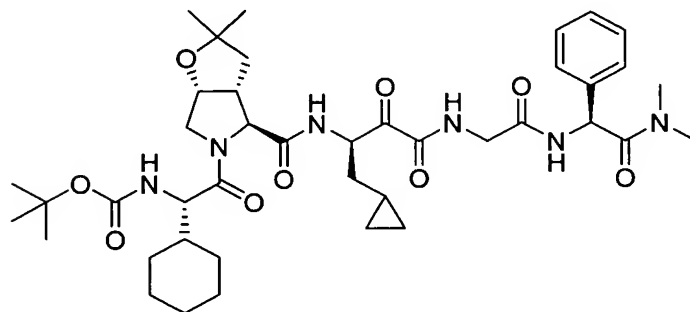
81. (new) A compound of claim 58 having the formula shown below:



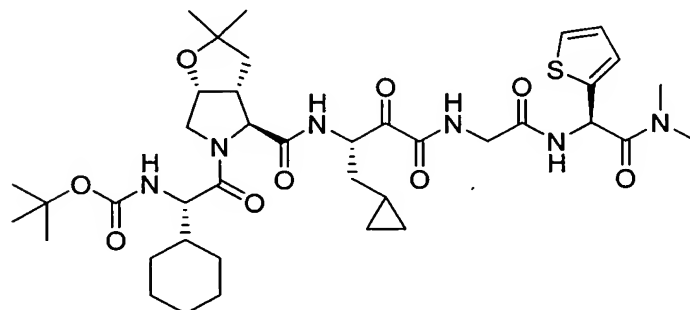
82. (new) A compound of claim 59 having the formula shown below:



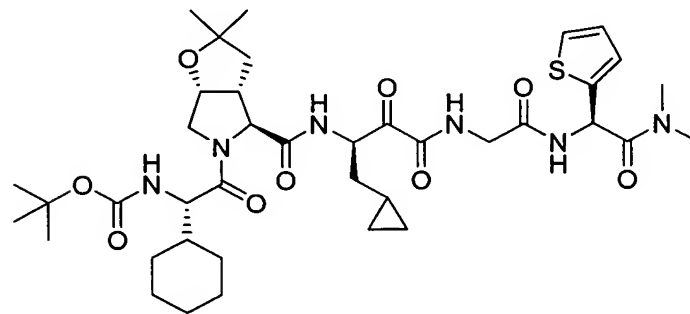
83. (new) A compound of claim 59 having has the formula shown below:



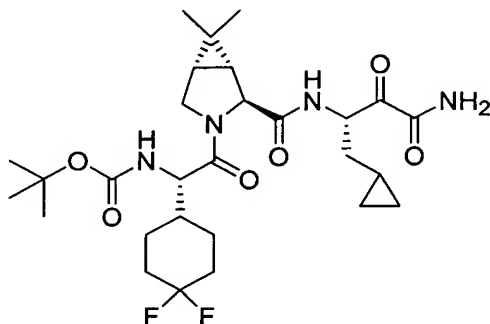
84. (new) A compound of claim 60 having the formula shown below:



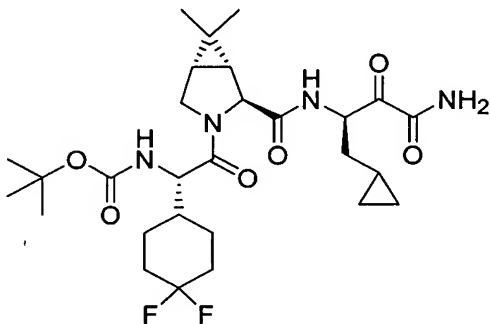
85. (new) A compound of claim 60 having the formula shown below:



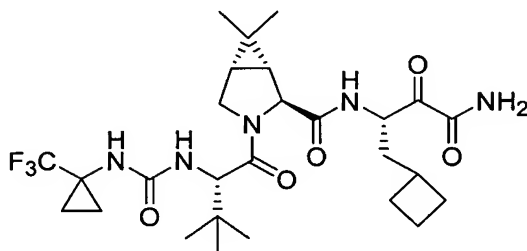
86. (new) A compound of claim 61 having the formula shown below:



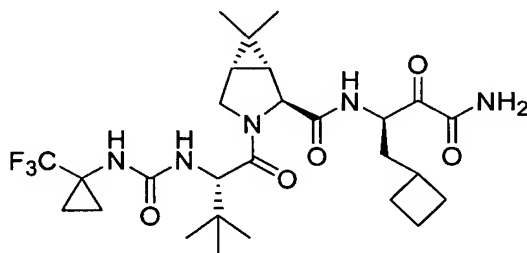
87. (new) A compound of claim 61 having the formula shown below:



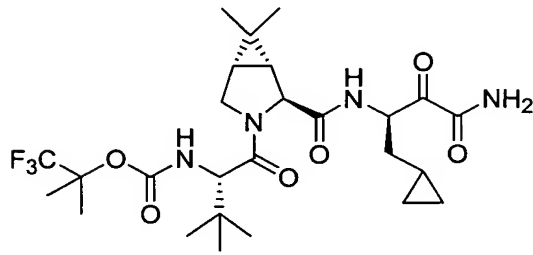
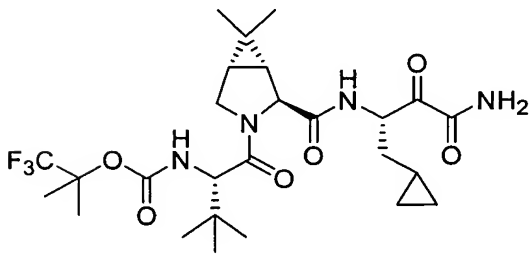
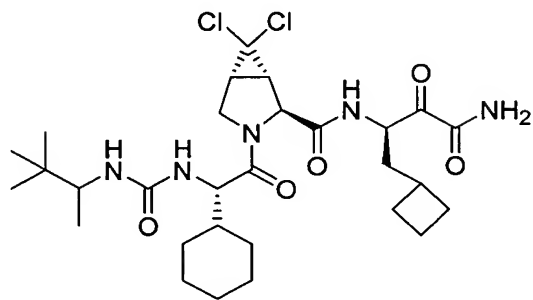
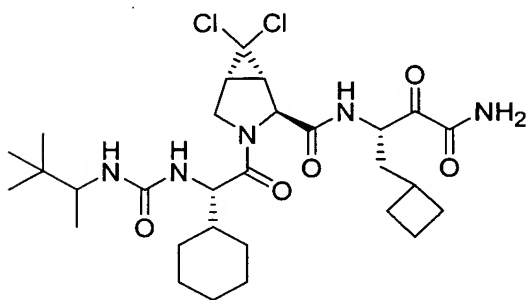
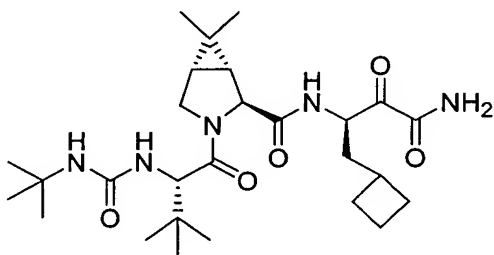
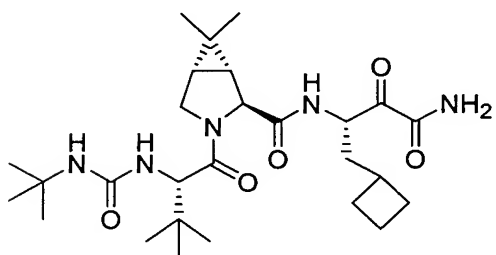
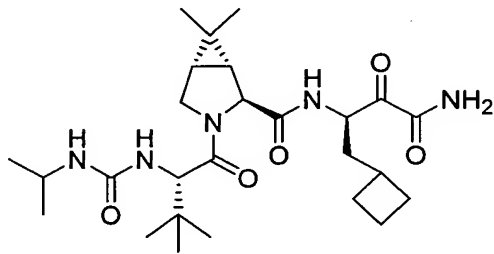
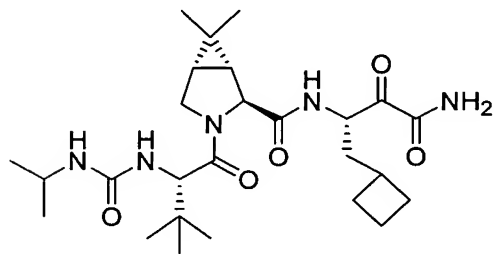
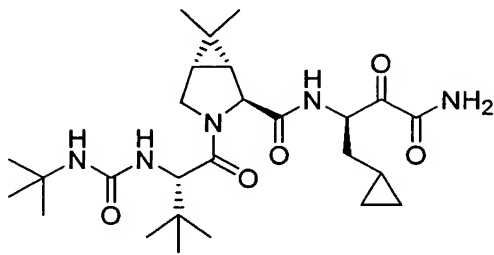
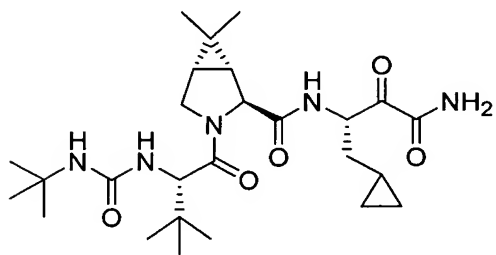
88. (new) A compound of claim 62 having the formula shown below:

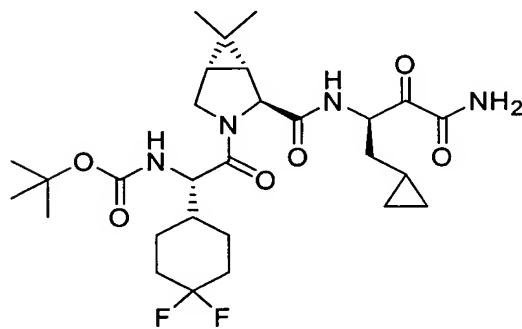
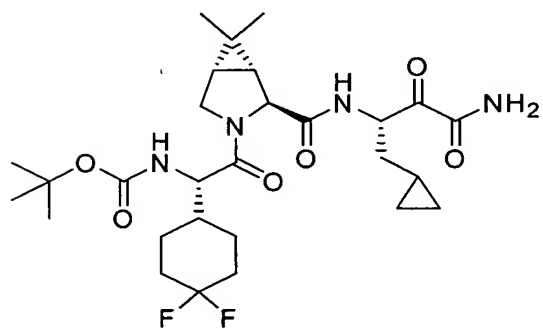
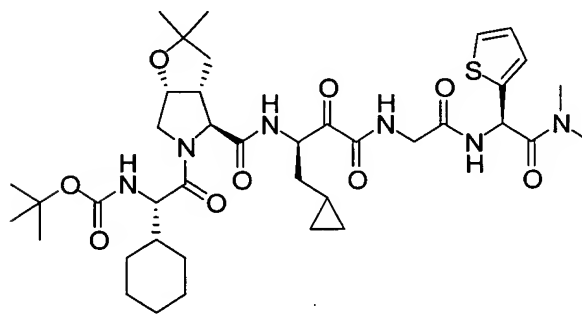
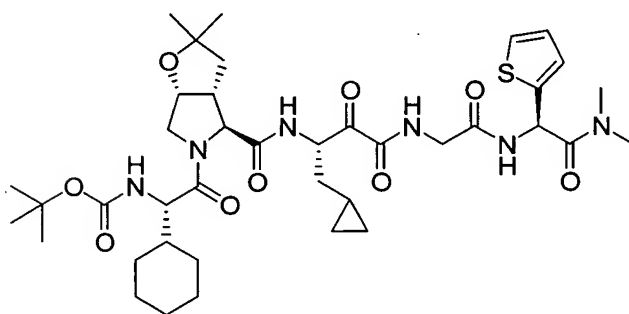
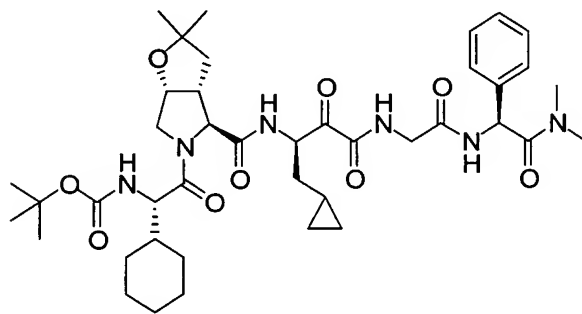
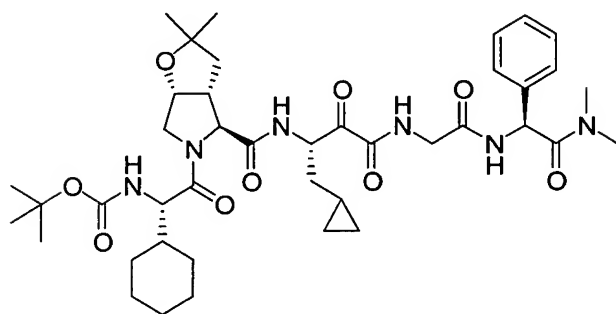
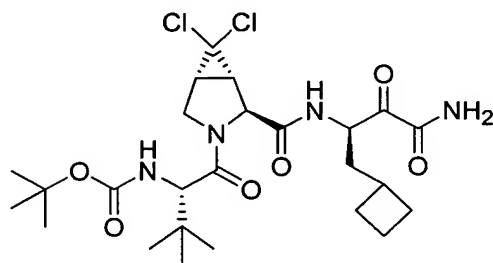
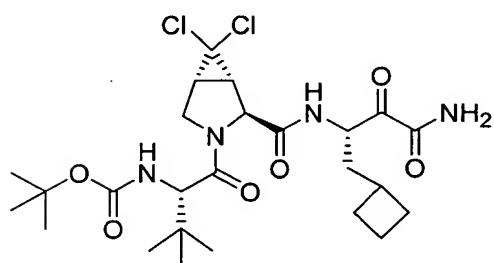
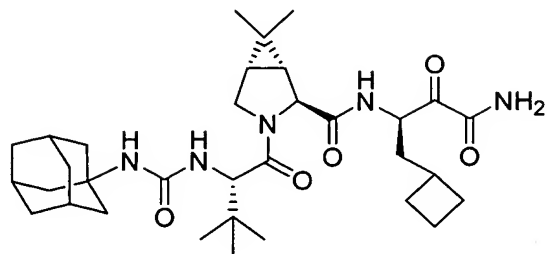
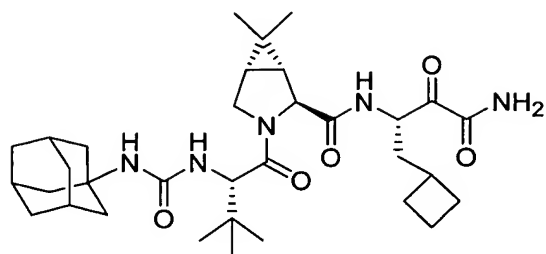


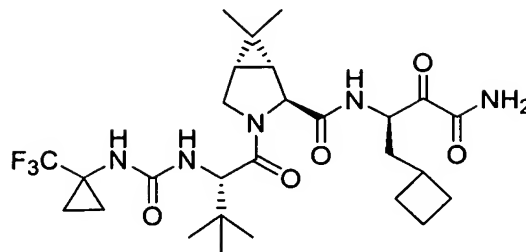
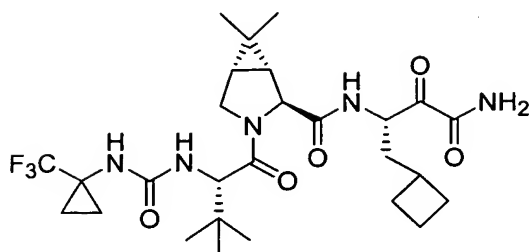
89. (new) A compound of claim 62 having the formula shown below:



90. (new) The pharmaceutical composition of claim 63, wherein said compound is selected from the following:







91. (new) The pharmaceutical composition of claim 90, additionally containing an antiviral agent.

92. (new) The pharmaceutical composition of claim 91, additionally containing an interferon or pegylated-interferon alpha conjugate.

93. (new) The pharmaceutical composition of claim 92, wherein said antiviral agent is ribavirin and said interferon is alpha-interferon.

94. (new) The method of claim 67, wherein said compound is selected from the following:

